

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 50 OF 2013 (AJJ)

**The Hon Mr Justice Andrew J. Jones QC
In Chambers, 22 August 2013**



IN THE MATTER OF THE COMPANIES LAW (2012 REVISION) (AS AMENDED)

AND IN THE MATTER OF AMBOW EDUCATION HOLDING LTD. (IN PROVISIONAL LIQUIDATION)

ORDER

UPON hearing Leading Counsel for GL Asia Mauritius II Cayman Limited (the "Petitioner"), Leading Counsel for the Board of Directors of Ambow Education Holding Ltd. ("the Directors" and "the Company") and Counsel for the Joint Provisional Liquidators (the "JPLs") in relation to the JPLs' Summons dated 19 August 2013

AND UPON reading the JPLs' confidential First Report dated 5 July 2013 and the Third and Fifth Affidavits of Kris Beighton sworn on 19 and 22 August 2013 and filed on behalf of the JPLs

AND UPON hearing Leading Counsel for the Directors on their summons dated 21 August 2013

AND UPON reading the affidavit of Sally Crane sworn on 21 August 2013

IT IS ORDERED AND DIRECTED that:

1. The hearing of the Petition shall be adjourned to 3 October 2013 at 10.00am (for directions only) and notice of the hearing shall be contained in or delivered with the report to all creditors and shareholders (referred to in paragraph 6 below).

2. The Order made on 7th June 2013 ("Original Order") is hereby varied as follows:

a) The JPLs shall focus the exercise of their powers to performing functions which, in their reasonable opinion, are required to facilitate the financial and operational restructuring of the Company and its subsidiaries and affiliates (together the "Group") and enable the Group to continue as a going concern, including (without limitation as appropriate):

- i. working with management in the People's Republic of China ("PRC") to stabilise and preserve value in the onshore business of the Company, locating cash within the Group and monitoring allocation of these funds, and negotiating with key non-PRC based and PRC based creditors (including Bank of Beijing);
- ii. contacting shareholders of the Company and other potential investors to seek further operational funding to meet the Group's short term liquidity needs in order to facilitate its continuation as a viable going concern;
- iii. recovery of outstanding amounts owed by SummitView Investment Fund I, L.P. ("SummitView") to the Company, and taking such other steps against SummitView as are deemed necessary and appropriate;
- iv. continuing communication with the U.S. Securities and Exchange Commission ("SEC") and the New York Stock Exchange ("NYSE") and making required SEC and NYSE filings;
- v. working directly with the Ministry of Education and other local authorities in the PRC to stabilise the Company and its PRC subsidiaries and schools;



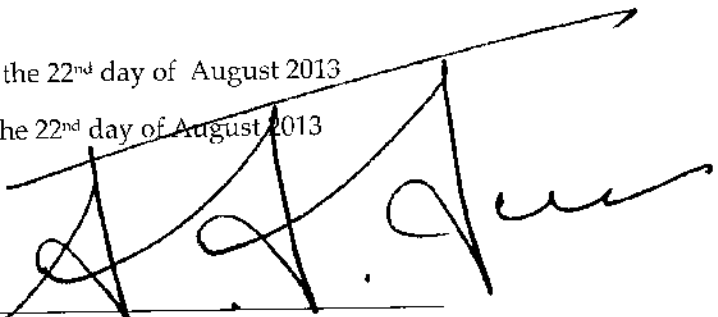
- vi. continuing the corporate finance and restructuring process which has been initiated with multiple third parties in order to identify one or more appropriate investors for the Group, and thereafter negotiating, agreeing and, subject to the approval of the Court, implementing a re-financing and/or restructuring agreement in appropriate terms;
 - vii. negotiating and agreeing forbearance agreements with any creditors of the Company or the Group;
 - viii. appointing, removing or replacing officers and/or legal representatives (as able and appropriate) of the Company's subsidiaries and entities, and taking all steps necessary to identify and effect control of the Group's assets;
- b) Without further order of the Court, the JPLs shall not (i) further exercise their powers under Paragraph 3(c) of the Original Order; or (ii) incur any further expenses related to completing the audit of the Company's 2012 Financial Statements;
 - c) Paragraph 6 of the Original Order is hereby deleted and substituted with the following: *"Pursuant to Section 97 of the Companies Law, no suit, action or other proceedings, including criminal proceedings, shall be proceeded with or commenced against the Company except with the leave of the Court and subject to such terms as the Court may impose."*; and
 - d) Paragraph 9 of the Original Order is hereby deleted.
3. Pursuant to CWR Order 4, rule 7, the JPLs shall establish a Stakeholder Committee comprising both creditors and shareholders.
 4. The JPLs shall report to the Stakeholder Committee as and when they think fit and, in any event, not less than twice every month.
 5. Pursuant to CWR Order 24 rule 6, the JPLs' First Report to the Court dated 5 July 2013 be sealed and kept confidential until further order of the Court.



6. The JPLs are directed to provide a written report to creditors and shareholders and the Court by 13 September 2013 and to provide the Court with a written report as to the financial affairs of the Company and their progress every two months thereafter or more frequently should the JPLs believe that there are material developments which should be drawn to the Court's attention.
7. The JPLs shall have liberty to apply for further or other directions upon giving not less than 2 clear days' notice to the Directors, the Petitioner and the Stakeholder Committee.
8. The Directors, the Petitioner and any other shareholder or creditor shall have liberty to apply for directions on 3 October 2013 upon giving not less than 5 days' notice to the JPLs and the Stakeholder Committee.
9. The Directors' summons dated 21 August 2013 shall be adjourned for hearing on 3 October 2013.

Dated the 22nd day of August 2013

Filed the 22nd day of August 2013



The Hon. Mr. Justice Andrew J. Jones Q.C.
JUDGE OF THE GRAND COURT



This Order is filed by Walkers, Attorneys at Law for the JPLs whose address for service is that of their said attorneys, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands.