

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 50 OF 2013 (AJJ)

The Honourable Mr Justice Andrew J. Jones QC
In Open Court, 3 October 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 Counsel for GL Asia Mauritius II Cayman Limited, Counsel for the Board of Directors of Ambow Education Holding Ltd. and Counsel for the Joint Provisional Liquidators (the "JPLs") on the adjourned hearing of the Petition (and related summonses)

AND UPON reading the Sixth Affidavit of Kris Beighton sworn on 25 September 2013 and filed on behalf of the JPLs

AND UPON reading the JPLs' First Report to Creditors and Shareholders dated 13 September 2013

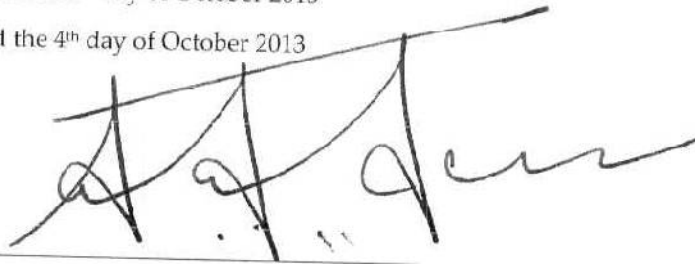
IT IS ORDERED that:

1. The hearing of the Petition be adjourned (for directions only) until Tuesday 3 December at 10.00am (or such earlier time as may be fixed for the purpose of hearing the evidence of one of the Hong Kong based JPLs by videolink).
2. The JPLs' application (by Summons dated 16 August 2013, as amended) for approval of their remuneration and expenses for the periods (a) from inception to 21 August 2013 and (b) from 22 August to 22 September 2013 shall be heard in Chambers on Friday 25 October 2013 at 2.30pm.

3. The JPLs shall prepare a report and accounts and apply for approval of their remuneration and expenses for the period from 23 September to 31 October 2013, such application to be heard in Chambers on Tuesday 3 December 2013 at a time to be fixed.
4. The JPLs shall prepare a second report to creditors and shareholders and the Court as and when they think fit, but in any event no later than 13 November 2013.
5. The JPLs' costs and the Petitioners' costs of the hearing shall be paid out of the assets of the Company as an expense of the provisional liquidation, such costs to be taxed on the indemnity basis in the absence of agreement.

Dated the 3rd day of October 2013

Filed the 4th day of October 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.