

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,
3 December 2013

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

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

ORDER



UPON hearing Counsel for GL Asia Mauritius II Cayman Limited ("**the Petitioner**"), Counsel for the Board of Directors of Ambow Education Holding Ltd. ("**the Company**") and Counsel for the Joint Provisional Liquidators of the Company ("**the JPLs**") on the JPLs' applications seeking approval of their remuneration for the periods (i) from inception to 21 August 2013 and from 22 August 2013 to 22 September 2013 (by way of amended summons dated 22 October 2013) and (ii) from 23 September 2013 to 31 October 2013 ("**the Remuneration Approval Applications**").

AND UPON reading the Second Affidavit of Edward Middleton sworn on 23 October 2013 and filed on behalf of the JPLs and the Third Affidavit of Wing Sze Tiffany Wong sworn on 27 November 2013 and filed on behalf of the JPLs

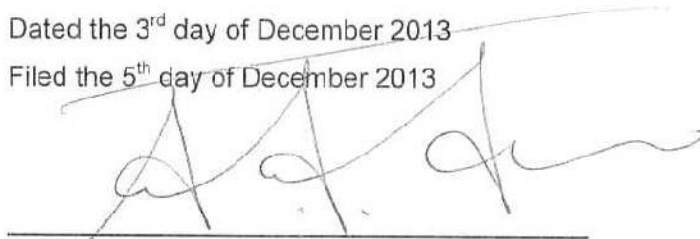
IT IS ORDERED that:

1. The Remuneration Approval Applications shall be adjourned to 21 January 2014.
2. The JPLs shall prepare a report and accounts in respect of their remuneration and expenses for the period from 1 November 2013 to 30 November 2013, such report to be served on the Stakeholder Committee of the Company ("**the Committee**") by no later than 11 December 2013.

3. The JPLs shall apply for approval of their remuneration and expenses for the period from 1 November 2013 to 30 November 2013, such application to be heard in Chambers on 21 January 2014.
4. The Committee (or any individual constituent of it) shall, if it wishes, provide the JPLs with any written request for supplemental or supporting information relating to the basis and quantum of the JPLs' remuneration for the periods (i) from inception to 21 August 2013, (ii) from 22 August 2013 to 22 September 2013, (iii) from 23 September 2013 to 31 October 2013 and (iv) from 1 November 2013 to 30 November 2013 by no later than 13 December 2013 ("**the Information Requests**").
5. The JPLs shall provide their response(s) to the Information Requests by no later than 20 December 2013.
6. The Committee (or any individual constituent of it) shall, if it wishes, serve written submissions in respect of the basis and quantum of the JPLs' remuneration for the periods (i) from inception to 21 August 2013, (ii) from 22 August 2013 to 22 September 2013, (iii) from 23 September 2013 to 31 October 2013 and (iv) from 1 November 2013 to 30 November 2013, by no later than 7 January 2014.
7. Costs be costs in the provisional liquidation of the Company.

Dated the 3rd day of December 2013

Filed the 5th day of December 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.