

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 50 OF 2013 (AJJ)

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

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



ORDER

UPON considering the Summons dated 4 March 2014 filed on behalf of the Joint Provisional Liquidators of Ambow Education Holding Ltd. (in Provisional Liquidation) ("the JPLs" and "the Company" respectively)

AND UPON reading the Third Affidavit of Edward Simon Middleton sworn on 4 March 2014 and the Exhibit thereto

IT IS ORDERED that:

1. The JPLs be hereby authorised to:
 - (a) determine whether, as a result of the findings and conclusions contained in the report prepared by DLA Piper LLP (US) dated 20 February 2014, any amendments are required to the Company's 2011 Financial Statements previously completed by PricewaterhouseCoopers Zhong Tian CPAs Limited Company ("PwC") prior to the appointment of the JPLs and attend to the same and any related filings to be made with the United States Securities and Exchange Commission ("the SEC") and/or other regulators (if required);
 - (b) re-commence and complete the audit of the Company's 2012 Financial Statements previously being undertaken by PwC and later Marcum Bernstein & Pinchuk LLP

("MBP") prior to the appointment of the JPLs and attend to any related filings to be made with the SEC and/or other regulators (if required);

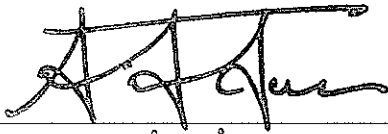
(c) commence and complete the Company's 2013 Financial Statements and attend to any related filings to be made with the SEC and/or other regulators (if required); and

(d) engage the services of PwC, MBP and legal counsel to assist with the matters contained in paragraphs 1(a) to 1(c) above to the extent the JPLs consider necessary or appropriate.

2. The costs of and incidental to the Summons be costs in the provisional liquidation of the Company.

Dated the 7th day of March 2014

Filed the 10th day of March 2014



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.