

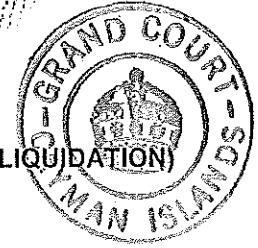
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 50 OF 2013 (AJJ)

The Hon. Mr Justice Andrew J. Jones QC
In Open Court, 31 March 2014

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, Leading Counsel for the Board of Directors of Ambow Education Holding Ltd. (in Provisional Liquidation) ("**the Company**") and Counsel for the Joint Provisional Liquidators of the Company ("**the JPLs**") in relation to the JPLs' summons dated 13 March 2014 (the "**Summons**")

AND UPON reading the Seventh Affidavit of Kris Beighton sworn on 13 March 2014 and the exhibit thereto and the Sixth Affidavit of Wing Sze Tiffany Wong sworn on 27 March 2014 and the exhibit thereto

IT IS ORDERED that:

1. The JPLs are hereby authorised to execute on behalf of the Company the Settlement Agreement and Mutual General Release dated as of 17 February 2014 between the Company and Heide Kurtz (solely in her capacity as the Chapter 7 Trustee acting on behalf of Mintel Learning Technology, Inc. and its bankruptcy estate) in the form exhibited to the Seventh Affidavit of Kris Beighton sworn on 13 March 2014 ("**the Settlement Agreement**") and take all steps necessary to carry out the Settlement Agreement into effect and performance.
2. The costs of and incidental to the Summons are costs in the provisional liquidation of the Company.

Dated the 31st day of March 2014

Filed the 1st day of April 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.