



**Benjamin Sawyer**  
Head of Corporate Actions

New York Stock Exchange  
11 Wall Street, 14<sup>th</sup> Floor  
New York, NY 10005

May 30, 2018

Chief, Information Technology  
Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

To whom it may concern:

The NYSE American certifies its approval for listing and registration of the following securities of AMBOW EDUCATION HOLDING LTD., under the Exchange Act of 1934.

- American Depositary Shares, each representing two Class A ordinary shares
- Class A Ordinary Shares, par value \$0.003 per share (application for the Class A Ordinary Shares is made for listing, not for trading, but only in connection with the registration of the American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission)

Sincerely,

A handwritten signature in black ink that reads "Ben Sawyer". The signature is written in a cursive, flowing style.