Ambow Education Holding Ltd.
Form SC 13G/A
June 05, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G/A

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES

13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2

(Amendment No. 2)[1]

Ambow Education Holding Ltd.

(Name of Issuer)

American Depositary Shares[2]
(Title of Class of Securities)

02322P101
(CUSIP Number)

May 29, 2012[3]
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

x Rule 13d-1(c)

¨ Rule 13d-1(d)

[1] The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
[2] Each American Depositary Share represents 2 Class A Ordinary Shares, par value US$0.0001 per share.
The information required in the remainder of this cover shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

[3] Date at which the issuer filed its Form 20-F annual report with the Securities and Exchange Commission on May 29, 2012

Schedule 13G Forms

CUSIP NO. 02322P101 13G Page **2** of **8** Pages

1. NAME OF REPORTING PERSONS

I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Government of Singapore Investment Corporation Pte. Ltd.

(None)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ¨ (b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	5. SOLE VOTING POWER **0**
	6. SHARED VOTING POWER **1,753,633**
	7. SOLE DISPOSITIVE POWER **0**
	8. SHARED DISPOSITIVE POWER **1,753,633**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,753,633

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ¨

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.6%**

12. TYPE OF REPORTING PERSON*

CO

** Each American Depositary Share represents 2 Class A Ordinary Shares, par value US$0.0001 per share. Percentage is based on 53,412,913 Class A Ordinary Shares outstanding as reported in the issuer s annual report filed with the Securities and Exchange Commission on May 29, 2012.

* SEE INSTRUCTIONS BEFORE FILING OUT!

1. NAME OF REPORTING PERSONS

I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Government of Singapore

(None)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ¨ (b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	5. SOLE VOTING POWER **0**
	6. SHARED VOTING POWER **1,206,394**
	7. SOLE DISPOSITIVE POWER **0**
	8. SHARED DISPOSITIVE POWER **1,206,394**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,206,394

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ¨

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.5%

12. TYPE OF REPORTING PERSON*

OO

* SEE INSTRUCTIONS BEFORE FILING OUT!

1. NAME OF REPORTING PERSONS

I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Monetary Authority of Singapore

(None)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ¨ (b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	5. SOLE VOTING POWER **0**
	6. SHARED VOTING POWER **547,239**
	7. SOLE DISPOSITIVE POWER **0**
	8. SHARED DISPOSITIVE POWER **547,239**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

547,239

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ¨

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.0%

12. TYPE OF REPORTING PERSON*

OO

* SEE INSTRUCTIONS BEFORE FILING OUT!

Item 1(a). Name of Issuer

Ambow Education Holding Ltd.

Item 1(b). Address of Issuers Principal Executive Offices

18th Floor, Building A, Chengjian Plaza,

No.18, BeiTaiPingZhuang Road, Haidian District,

Beijing 100088, People s Republic of China.

Item 2(a). Name of Person Filing

I Government of Singapore Investment Corporation Pte. Ltd.

II Government of Singapore

III Monetary Authority of Singapore

Item 2(b). Address of Principal Business Office

I		168, Robinson Road #37-01, Capital Tower Singapore 068912
II, III	c/o	Government of Singapore Investment Corporation Pte. Ltd. 168, Robinson Road #37-01, Capital Tower Singapore 068912

Item 2(c). Citizenship

I, II, & III Singapore

Item 2(d). Title of Class of Securities

American Depositary Shares

Item 2(e). CUSIP Number

02322P101

Item 3. If this statement is filed pursuant to Rules 13d-I (b) or 13d-2(b) or (c), check whether the person filing is a

Not applicable. This statement is filed pursuant to Rule 13d-1(c).

Item 4(a), (b) and (c). Ownership

The aggregate number of securities and percentage of the class of securities of the Issuer beneficially owned by each Reporting Person named in Item 2(a), as well as the number of securities as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, shared power to dispose or direct the disposition, is set forth in the following table:

		Number of Shares				
	No of Securities Beneficially	Power to Vote		Power to Dispose		Percent
Reporting Person	Owned	Sole	Shared[1]	Sole	Shared[1]	of Class
Government of Singapore Investment Corporation Pte. Ltd.	1,753,633	0	1,753,633	0	1,753,633	6.6%
Government of Singapore	1,206,394	0	1,206,394	0	1,206,394	4.5%
Monetary Authority of Singapore	547,239	0	547,239	0	547,239	2.0%
Total[2] (all Reporting Persons)	1,753,633	0	1,753,633	0	1,753,633	6.6%

1 The Government of Singapore Investment Corporation Pte Ltd shares power to vote and power to dispose of the 1,206,394 securities beneficially owned by it with the Government of Singapore and shares power to vote and dispose of 547,239 securities beneficially owned by it with the Monetary Authority of Singapore. Each American Depositary Share represents 2 Class A Ordinary Shares, par value US$0.0001 per share.

2 The reporting persons disclaim membership in a group.

Item 5. Ownership of Five Percent or Less of a Class

Government of Singapore and Monetary Authority of Singapore have ceased to be the beneficial owner of more than 5 percent of the class of securities.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Material to be Filed as Exhibits

1. Power of Attorney by Minister for Finance, Singapore dated 5 March 1998

2. Power of Attorney by Monetary Authority of Singapore dated 6 March 1998

(Incorporated by reference to Exhibit No. 1 and 2 to Schedule 13G, dated March 23, 1998 regarding SPDR Trust Series 1).

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 5, 2012	Government of Singapore Investment		
Date	Corporation Pte. Ltd.		
	by	/s/ Celine Loh Celine Loh Senior Vice President	/s/ Lim Eng Kok Lim Eng Kok Senior Vice President
	Government of Singapore		
	by Government of Singapore Investment Corporation Pte. Ltd., its attorney-in-fact		
	by	/s/ Celine Loh Celine Loh Senior Vice President	/s/ Lim Eng Kok Lim Eng Kok Senior Vice President
	Monetary Authority of Singapore		
	by Government of Singapore Investment Corporation Pte. Ltd., its attorney-in-fact		
	by	/s/ Celine Loh Celine Loh Senior Vice President	/s/ Lim Eng Kok Lim Eng Kok Senior Vice President