

Edgar Filing: Ambow Education Holding Ltd. - Form SC 13G/A

Ambow Education Holding Ltd.  
Form SC 13G/A  
June 08, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Ambow Education Holdings Limited  
(Name of Issuer)

American Depositary Shares, representing Class A Ordinary Shares  
(Title of Class of Securities)

02322P101  
(CUSIP Number)

May 31, 2012  
(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)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*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.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") 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).

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Capital Group International, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

3,105,680

6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIA  
L  
LY OWNED BY

NONE

7 SOLE DISPOSITIVE POWER

EACH  
REPORTING  
PERSON  
WITH:

3,127,080

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,127,080  
13d-4

Beneficial ownership disclaimed pursuant to Rule

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

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- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Capital International, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California
- 5 SOLE VOTING POWER  
2,826,280
- 6 SHARED VOTING POWER  
NONE
- 7 SOLE DISPOSITIVE POWER  
2,826,280
- 8 SHARED DISPOSITIVE POWER  
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,826,280 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.3%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Emerging Markets Growth Fund, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

(a)

3 SEC USE ONLY

(b)

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5 SOLE VOTING POWER

NONE

6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIAALLY OWNED BY

NONE

7 SOLE DISPOSITIVE POWER

EACH  
REPORTING  
PERSON  
WITH:

NONE

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIAALLY OWNED BY EACH REPORTING PERSON

2,682,840

See Additional information in Item 4.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IV

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13G  
Under the Securities Exchange Act of 1934

Amendment No. 2

Item 1(a) Name of Issuer:  
Ambow Education Holdings Limited

Item 1(b) Address of Issuer's Principal Executive Offices:  
18th Floor, Building A  
Chengjian Plaza, No. 18  
BeiTaiPingZhuang Road  
Haidan District, Beijing 100088, PRC

Item 2(a) Name of Person(s) Filing:  
Capital Group International, Inc., Capital International, Inc.  
and Emerging Markets Growth Fund, Inc.

Item 2(b) Address of Principal Business Office or, if none,  
Residence:  
11100 Santa Monica Blvd.  
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:  
American Depositary Shares, representing Class A Ordinary  
Shares

Item 2(e) CUSIP Number:  
02322P101

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)  
or 240.13d-2(b) or (c), check whether the person filing is a:  
(d)  Investment company registered under section 8  
of the Investment Company Act of 1940 (15 U.S.C. 80a-8).  
(e)  An investment adviser in accordance with  
section 240.13d-1(b) (1) (ii) (E).  
(g)  A parent holding company or control person in  
accordance with section 240.13d-1(b) (1) (ii) (G).

Item 4 Ownership

Provide the following information regarding the aggregate  
number and percentage of the class of securities of the issuer

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identified in Item 1.

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

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See pages 2 to 4

Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power and, in some cases, voting power over the securities reported in this Schedule 13G. The investment management companies, which include a "bank" as defined in Section 3(a)(6) of the Securities Exchange Act of 1934 (the "Act") and several investment advisers registered under Section 203 of the Investment Advisers Act of 1940, provide investment advisory and management services for their respective clients which include registered investment companies and institutional accounts. CGII does not have investment power or voting power over any of the securities reported herein. However, by virtue of Rule 13d-3 under the Act, CGII may be deemed to "beneficially own" 3,127,080 shares or 5.9% of the 53,412,913 shares, including American Depositary Shares, believed to be outstanding.

Capital International, Inc. ("CII"), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 is deemed to be the beneficial owner of 2,826,280 shares or 5.3% of the 53,412,913 shares, including American Depositary Shares, believed to be outstanding as a result of acting as investment adviser to various investment companies and institutional accounts.

Emerging Markets Growth Fund, Inc., an investment company registered under the Investment Company Act of 1940, which is advised by Capital International, Inc., is the beneficial owner of 2,682,840 shares or 5% of the 53,412,913 shares, including American Depositary Shares, believed to be outstanding.

All of the shares reported are held in the form of American Depositary Shares, which each represent 2 Class A Ordinary Shares.

Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

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

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Person: One or more clients of Capital Group International, Inc. have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the American Depositary Shares, representing Class A Ordinary Shares of Ambow Education Holdings Limited. Capital Group International, Inc. holds more than five percent of the outstanding American Depositary Shares, representing Class A Ordinary Shares of Ambow Education Holdings Limited as of May 31, 2012 on behalf of each of the following client(s):

Emerging Markets Growth Fund, Inc.

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Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

1. Capital Guardian Trust Company ("CGTC") is a bank as defined in Section 3(a)(6) of the Act and an investment adviser registered under Section 203 of the Investment Adviser Act of 1940, and a wholly owned subsidiary of Capital Group International, Inc.
2. Capital International Limited ("CIL") does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CIL is a wholly owned subsidiary of Capital Group International, Inc.
3. Capital International Sarl ("CISA") does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CISA is a wholly owned subsidiary of Capital Group International, Inc.
4. Capital International, Inc. ("CII") is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and is a wholly owned subsidiary of Capital Group International, Inc.
5. Capital International, Inc. serves as investment adviser to Emerging Markets Growth Fund, Inc., an investment company registered under the Investment Company Act of 1940.

Item 8 Identification and Classification of Members of the Group:  
N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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

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or effect.

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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.

Date: June 8, 2012

Signature: \*\*\*Peter C. Kelly  
Name/Title: Peter C. Kelly, Secretary  
Capital Group International, Inc.

Date: June 8, 2012

Signature: \*Peter C. Kelly  
Name/Title: Peter C. Kelly, Senior Vice President,  
Secretary and Senior Counsel  
Capital International, Inc.

Date: June 8, 2012

Signature: \*Peter C. Kelly  
Name/Title: Peter C. Kelly, Vice President  
Emerging Markets Growth Fund, Inc.

\*\*\*By /s/ Liliane Corzo  
Liliane Corzo  
Attorney-in-fact

Signed pursuant to a Power of Attorney dated September 2, 2011 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on November 10, 2011 with respect to Ambow Education Holdings Limited.



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AGREEMENT

Los Angeles, CA

Capital Group International, Inc. ("CGII"), Capital International, Inc. ("CII") and Emerging Markets Growth Fund, Inc. ("EMGF") hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of American Depositary Shares, representing Class A Ordinary Shares issued by Ambow Education Holdings Limited.

CGII, CII and EMGF state that they are each entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

CGII, CII and EMGF are each responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but are not responsible for the completeness or accuracy of the information concerning the others.

CAPITAL GROUP INTERNATIONAL, INC.

BY: \*\*\*Peter C. Kelly  
Peter C. Kelly, Secretary  
Capital Group International,  
Inc.

CAPITAL INTERNATIONAL, INC.

BY: \*Peter C. Kelly  
Peter C. Kelly, Senior Vice  
President, Secretary and Senior  
Counsel  
Capital International, Inc.

EMERGING MARKETS GROWTH FUND, INC.

BY: \*Peter C. Kelly  
Peter C. Kelly, Vice President  
Emerging Markets Growth Fund,  
Inc.

\*\*\*B /s/ Lilliane Corzo

Y

Lilliane Corzo

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Attorney-in-fact

Signed pursuant to a Power of Attorney dated September 2, 2011 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on November 10, 2011 with respect to Ambow Education Holdings Limited.

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