

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person * <u>Huang Jin</u> (Last) (First) (Middle) C/O AMBOW EDUCATION HOLDING LTD. 10080 N. WOLFE RD, SUITE SW3-200 (Street) CUPERTINO CALIFORNIA 95014 (City) (State) (Zip) UNITED STATES (Country)	2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2026	3. Issuer Name and Ticker or Trading Symbol <u>Ambow Education Holding Ltd.</u> [AMBO]	
		3a. Foreign Trading Symbol	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Ordinary Shares	64,098	D	
Class A Ordinary Shares	287,214	I	By New Flourish Holdings Limited ⁽¹⁾
Class C Ordinary Shares	4,288,415	I	By New Flourish Holdings Limited ⁽²⁾
Class C Ordinary Shares	420,000	I	By Spin-Rich Ltd ⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Options to purchase Class A Ordinary Shares	03/27/2026	03/27/2035	Class A Ordinary Shares 400,000 ⁽⁴⁾	\$0.13	D	

Explanation of Responses:

1. Consists of shares owned by New Flourish Holdings Limited ("New Flourish"). Dr. Huang is the sole director of New Flourish and has voting and dispositive

control and investment power over the Class A Ordinary Shares held by New Flourish, but disclaims beneficial ownership over such shares, which are held for the benefit of certain officers of the Company.

2. Consists of shares owned by New Flourish. Dr. Huang, as the sole director of New Flourish and has voting control and investment power over the Class C Ordinary Shares held by New Flourish. Dr. Huang disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest she may have therein, directly or indirectly.

3. Consists of shares owned by Spin-Rich Ltd. Dr. Huang has sole voting control and investment power over the Class C Ordinary Shares held by Spin-Rich Ltd. Dr. Huang disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest she may have therein, directly or indirectly.

4. The stock options have a four-year vesting period, with 25% vesting upon the first anniversary of the grant date and the remaining 75% vesting monthly in equal installments over the subsequent three years.

Remarks:

Chief Executive Officer, Acting Chief Financial Officer and Chairwoman of the Board

/s/ Jin Huang

03/24/2026

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

* Form 3: SEC 1473 (03-26)