

**COMPENSATION COMMITTEE**  
**CHARTER OF FANG HOLDINGS LIMITED**  
(amended and restated June 2, 2016)

Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Fang Holdings Limited (the “**Company**”) is: (i) to review and approve corporate goals and objectives relevant to compensation of the Company’s Chief Executive Officer (the “**CEO**”), evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation based on this evaluation; (ii) to determine or make recommendations to the Board with respect to non-CEO executive officer compensation; (iii) to administer the Company’s equity and nonequity incentive compensation plans as requested by the Board; (iv) to evaluate and approve or make recommendations to the Board regarding the compensation of the Board members, taking into account their independence status; and (v) to review and approve the annual report on executive compensation, if required, for inclusion in the Company’s annual report on Form 20-F filed with the U.S. Securities and Exchange Commission (the “**SEC**”). The Committee shall ensure that compensation programs are designed and evaluated to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s shareholders. If necessary, these responsibilities include revising the compensation plans, policies and programs of the Company adopted by the Company’s management.

In addition to the powers and responsibilities expressly delegated to the Committee in the charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Memorandum and Articles of Association, as amended from time to time (the “**Articles**”).

Composition

The Compensation Committee is a standing committee of the Board. The Committee shall consist of not less than three members of the Board, a majority of whom satisfy the independence criteria of the applicable rules and regulations of the New York Stock Exchange (“**NYSE**”) in effect from time to time (subject to any exceptions allowed by such rules and any waivers granted by such authorities) and Rule 10C-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board or its Nominating and Governance Committee.

The members of the Committee, including the chairperson of the Committee, shall be appointed by the Board, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

## Meetings

The Committee shall meet at least once annually, or more frequently as circumstances dictate. The chairperson of the Committee or any two of its members may call meetings of the Committee. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company's Articles. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary, provided, that the CEO of the Company may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

Each member of the Committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

## Authority and Responsibilities

The Board delegates the Committee the express authority and responsibility for the following:

1. Establish the Company's general compensation philosophy, and, in consultation with senior management, oversee the development and implementation of compensation programs.
2. At least annually, review and evaluate and, if necessary, revise the Company's general compensation plans, policies and programs adopted by the management.
3. At least annually, review and approve corporate goals and objectives relevant to compensation of the CEO and evaluate the CEO's performance in light of those goals and objectives.
4. At least annually, either as a committee or together with the other independent directors (as directed by the Board), determine and approve, based on the evaluation described above, all compensation arrangements with the CEO including, without limitation: (i) the annual base salary level; (ii) the annual incentive opportunity level; (iii) the long-term incentive opportunity level; (iv) employment agreements, severance arrangements and change-in-control agreements/provisions, in each case as, when and if appropriate; and (v) any special or supplemental benefits. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider the Company's

performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years. The Committee may discuss the CEO's compensation with the Board if it chooses to do so.

5. Review and approve, or make recommendations to the Board with respect to the Company's non-CEO executive officer compensation, incentive-compensation plans and equity-based plans. The Committee shall attempt to ensure that the Company's compensation scheme is effective in retaining and attracting key employees, implements business strategies and objectives for enhanced shareholder value, and is administered in a fair and equitable manner consistent with the Company's compensation philosophy. The Committee shall also seek the input of the Chief Executive Officer with respect to the performance evaluation and compensation of executives other than the Chief Executive Officer.
6. Periodically review the compensation of the Company's directors and approve changes or make recommendations to the Board with respect thereto.
7. Evaluate periodically the internal equity and external competitiveness of compensation of the CEO, the other executive officers, and key management personnel and initiate actions or recommend changes to the Board, as appropriate.
8. Advise on the setting of compensation for officers whose compensation is not subject to Committee approval.
9. Manage and review annually and approve any long-term incentive compensation or equity or stock option plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans. With respect to each plan the Committee shall have responsibility for:
  - (a) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
  - (b) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation;
  - (c) approving all amendments to, and terminations of, all compensation plans and any awards under such plans or any inducement grant of options made to a person not previously an employee or director of the Company;
  - (d) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers or current employees with the potential to become the CEO or an executive officer, including stock options and other equity rights (e.g., restricted stock or stock purchase rights);
  - (e) approving which executive officers are entitled to awards under the Company's stock option plan(s);

- (f) repurchasing securities from terminated employees; and
  - (g) conducting an annual review of all compensation plans, including reviewing each plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of each plan's internal and external administrators if any duties have been delegated.
10. Review and approve officer and director indemnification and insurance matters.
  11. Review and approve any employee loan in an amount equal to or greater than US\$250,000 unless such transaction is subject to the approval of the Audit Committee as a related-party transaction.
  12. Review and consider on an annual basis whether the compensation policies and practices for all employees are reasonably likely to have a material adverse effect on the Company in accordance with SEC rules.
  13. Provide the compensation committee report on executive compensation to the Board.
  14. Receive, review and confer with the Audit Committee any concerns raised by any parties directly or indirectly to the Committee and take action in response to such concerns as may be deemed appropriate by the Committee.
  15. Review and approve the annual report on executive compensation for inclusion in the Company's annual report on Form 20-F filed with the SEC.
  16. Administer, interpret and take all other actions necessary or appropriate as granted to the Committee under the Company's executive compensation and other plans.
  17. Direct any officer or employee of the Company or request any employee of the Company's advisors, consultants or counsel or such other individual as it may deem appropriate to attend a Committee meeting or meet with any Committee members.
  18. Review and reassess the adequacy of the Committee's charter on an annual basis and recommend changes, as appropriate, to the Board.
  19. Evaluate the performance of the Committee on an annual basis. In conducting this self-evaluation, the Committee shall evaluate whether the Committee's charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate to the Board for its consideration. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The term “compensation” shall be construed comprehensively including by way of example, but not by way of limitation, salary, any supplemental payments, incentive payments, bonuses, performance shares, share incentives, dividend equivalents, options, or restricted shares.

### Role of CEO

The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, its incentive compensation and equity-based plans with respect to executive officers other than the CEO and the Company’s director compensation arrangements.

### Resources

The Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and the NYSE prior to selecting and receiving advice from such consultants and advisors.

The Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Committee, including sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any compensation consultant, outside counsel or other advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may select a compensation consultant, outside legal or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

1. The provision of other services to the Company by the person that employs the compensation consultant, outside legal or other advisor;
2. The amount of fees received from the Company by the person that employs the compensation consultant, outside legal or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, outside legal or other advisor;
3. The policies and procedures of the person that employs the compensation consultant, outside legal or other advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, outside legal or other advisor with a member of the Committee;

5. Any stock of the Company owned by the compensation consultant, outside legal or other advisor; and
6. Any business or personal relationship of the compensation consultant, outside legal or other advisor or the person employing the advisor with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, outside legal or other advisors that provides advice to the Committee, other than: (1) in-house legal counsel; and (2) any compensation consultant, outside legal or other advisors whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires any compensation consultant, outside legal or other advisors to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from any compensation consultant, outside legal or other advisors. The Committee may select or receive advice from any compensation consultant, outside legal or other advisors it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, outside legal or other advisors to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

#### Report to the Board

The Committee shall report periodically to the Board on all matters for which the Committee has been delegated responsibility. The report of the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report, setting forth the results of its self-evaluation, including any recommended amendments to the Committee's charter and any recommended changes to the Company's or the Board's policies or procedures.

#### Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. For avoidance of doubt, the subcommittee may have discussions of CEO compensation with the Board, as needed.