

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER OF FANG HOLDINGS LIMITED**

(Amended and restated May 8, 2013)

Purpose

The Nominating and Governance Committee (the “**Committee**”) shall report to and assist the Board of Directors (the “**Board**”) of Fang Holdings Limited (the “**Company**”). The purpose of the Committee shall be to (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend that the Board select, the director nominees for the next annual meeting of shareholders; (ii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (iii) to oversee the evaluation of the Board and management.

Composition

The 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 satisfies 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). Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

The members of the Committee shall be appointed by the Board 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.

Meeting

The Committee shall meet at least once annually, or more frequently as circumstances dictate. The Board shall designate one member of the Committee to serve as its chairperson. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s Memorandum and Articles of Association. 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.

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 to the Committee the authority and responsibility to the following:

1. Oversee the evaluation of the Board, its standing committees and management.
2. Recommend to the Board appropriate criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.
3. Identify and recommend to the Board the nominees to stand for election as directors at each annual or special meeting of shareholders. In the case of a vacancy in the office of a director or an expansion of the Board, the Committee shall recommend to the Board an individual to fill such vacancy.
4. Evaluate candidates for nomination to the Board, including those recommended by shareholders.
5. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
6. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
7. Review annually with the Board the current composition of the Board and management in light of the characteristics of independence, age, skills, experience and availability of service to the Company.
8. Recommend to the Board the successor to the Chief Executive Officer when a vacancy occurs.
9. Recommend to the Board emergency procedures for management succession in the event of the unexpected disability of the CEO or other senior officers.
10. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, taking into account the provisions of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), the relevant SEC rules, the rules and standards of the NYSE, and any other sources that the Committee deems appropriate;

periodically review and assess the adequacy of such guidelines and recommend to the Board proposed changes thereto.

11. Direct any officer or employee of the Company or request any employee of the Company's advisors, consultants and professional talent search organizations, counsel or such other individual as it may deem appropriate to attend Committee meetings or meet with any Committee members.
12. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
13. Advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken.
14. Perform such other duties and responsibilities, consistent with this charter, delegated to the Committee by the Board.
15. Review and evaluate the performance of the Committee on an annual basis.
16. Review and assess the adequacy of this charter on an annual basis and recommend to the Board any changes deemed necessary or desirable.

Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Exchange Act and the rules and standards of the NYSE. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the rules and standards of the NYSE. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience.

Resources

The Committee may, in its sole discretion, retain and terminate, as appropriate, any consultant, recruiter, 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 consultant, recruiter, 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.

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 to 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.

Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.