

XINYUAN REAL ESTATE CO., LTD.

NOMINATING AND CORPORATE GOVERNANCE

COMMITTEE CHARTER

(as adopted on [], 2007)

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Xinyuan Real Estate Co., Ltd. (the “Company”) shall have the responsibility, authority and duties described in this charter (the “Charter”).

Organization

This Charter governs the activities of the Committee. The Committee shall be comprised of at least three directors, at least a majority of which shall be “independent” directors pursuant to the requirements of the New York Stock Exchange and other applicable laws and regulations. The initial members of the Committee shall be appointed by the Board. Candidates to fill subsequent vacancies on the Committee shall be appointed by the Board based upon nominations made by the Committee. The Board shall designate one member as Chair of the Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Purpose

The primary purposes of the Committee are to:

- identify qualified candidates to become Board members;
- select or recommend to the Board the individuals to be nominated for election as directors at any meeting of stockholders called for such purpose and the persons to be elected by the Board to fill any vacancies on the Board;
- oversee the evaluation of the Board;
- make recommendations to the Board regarding corporate governance matters and practices, including developing, periodically reviewing and recommending to the Board corporate governance guidelines for the Company to be adopted by the Board (the “Guidelines”); and
- review the orientation and training needs of directors and recommend action to the Board where appropriate.

Meetings

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Memorandum and Articles of Association that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Chair deems necessary or desirable.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

Duties and Powers

1. Except where the Company is legally required by contract, by law or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for selecting or recommending to the Board (or directly to the stockholders) the nominees for election as directors at any meeting of stockholders called for that purpose and the persons to be elected by the Board to fill any vacancies on the Board (including any vacancy created by an increase in the size of the Board). In making such selections or recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. The Committee shall be responsible for selecting or recommending to the Board the directors to be appointed to each committee of the Board. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including

without limitation the consistence of the candidates' experience with the goals of the committees.

4. The Committee shall review and recommend the acceptance or rejection by the Board of any resignation submitted by a member of the Board,
5. The Committee shall review, administer and approve (a) any change in or waiver to the Company's code of ethics for its principal executive and senior financial officers and (b) any disclosure made on Form 6-K regarding any such change or waiver.
6. The Committee shall review the Guidelines at least once a year.
7. The Committee shall assist management in the preparation of the disclosure in any Company annual report regarding the operations of the Committee.
8. The Committee shall periodically review and report annually to the Board regarding the Company's succession planning for its chief executive officer and senior management positions.
9. The Committee shall maintain minutes or other records of meetings and activities of the Committee.
10. The Committee shall oversee the Board in the Board's annual review of its performance and will make appropriate recommendations to improve performance.
11. The Committee shall report the Committee's activities to the Board on a regular basis (in no event less frequently than once a year) and make such recommendations with respect to such activities as the Committee or the Board may deem necessary or appropriate.
12. The Committee shall review the Committee's performance of all of its duties on an annual basis and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
13. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Resources and Authority

The Committee shall have the resources and authority as are appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of search firms, special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee

shall have the sole authority to retain and terminate any search firm to be used to identify new Board member candidates, including sole authority to approve the search firm's fees and other retention terms.

Annual Review

The Committee shall review, on at least an annual basis, this Charter and the scope of the responsibilities of this Committee. Any proposed changes, where indicated, shall be referred to the Board for appropriate action.

Operating Procedures

Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the persons present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee.