

**AUDIT COMMITTEE CHARTER  
OF SOUFUN HOLDINGS LIMITED**  
(Amended and restated May 8, 2013)

The Board of Directors of SouFun Holdings Limited (the “**Company**”) has established an Audit Committee (the “**Committee**”) with authority, responsibility and specific duties as described in this charter.

Purpose

The Committee assists the Board of Directors in fulfilling its fiduciary oversight of (i) the integrity of the Company’s financial statements, accounting policies, the systems of internal accounting and financial controls; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the financial reporting process, and the sufficiency of auditing relative thereto including the performance of the Company’s internal audit function and the Company’s external auditor (the “**independent auditor**”); and (iv) evaluating the qualifications, independence and objectivity of the independent auditors.

The Board of Directors recognizes that while the Committee has been given certain duties and responsibilities pursuant to this charter, the Committee is not responsible for guaranteeing the accuracy of the Company’s financial statements or the quality of the Company’s accounting practices. The fundamental responsibility for the Company’s financial statements and disclosures rests with management. To the extent that procedures included in this charter go beyond what is required of an audit committee by existing law and regulation, such procedures are meant to serve as guidelines rather than inflexible rules and the audit committee may adopt such different or additional procedures as it deems necessary from time to time.

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 subject to and consistent with the Company’s Memorandum and Articles of Association, as amended from time to time (the “**Articles**”).

Membership

The Committee shall consist of at least three members of the Board of Directors. All Committee members must be independent of management and the Company and shall be financially literate in accordance with the applicable New York Stock Exchange and U.S. Securities and Exchange Commission (the “**SEC**”) regulations and policies.

At least one member of the Committee shall, in the judgment of the Board, be an “Audit Committee Financial Expert” as the term is defined by the SEC.

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 will meet at least four times each year, with additional meetings as necessary to fulfill its responsibilities. The Board of Directors 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 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.

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.

### **Responsibilities**

1. Appoint, retain, terminate, oversee and determine compensation of the independent auditor. The independent auditor shall report directly to the Committee. The Committee shall have the sole authority to approve the hiring and discharging of the independent auditors, all engagement fees and terms thereof and, to the extent permissible under applicable regulatory guidelines, all non-audit engagements of the independent auditors.
2. Review the scope and results of the annual audit with the independent auditor.
3. Review and discuss, with the internal auditors or the person(s) in the financial department acting as internal auditor(s), the overall scope and plans for their audits and determine whether the internal audit function has the appropriate resources and expertise.
4. Review and discuss with management and the independent auditors, the adequacy and effectiveness of the Company's disclosure controls, internal accounting and financial controls, the quality of the financial and accounting personnel, and any relevant recommendations.
5. Discuss Company guidelines and policies with respect to risk assessment and risk management, review contingent liabilities and risks that may be material to the Company, and review major legislative, regulatory and accounting developments which could materially impact the Company's contingent liabilities and risks.

6. Review and discuss with management and the independent auditors the annual audited financial statements and unaudited quarterly financial statements and proposed filings with the SEC, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and among others, discussing the following matter with the independent accountants: (a) the quality as well as acceptability of the accounting principles applied in the financial statements; (b) new or changed regulatory or accounting policies (including an analysis of the effect of alternative GAAP methods); off-balance sheet structures; significant estimates, judgments, uncertainties or unusual transactions; and accounting policies relating to significant financial statement items; and (c) financial statement presentations.
7. Review the reports prepared by management and by the Company's independent auditors, assessing the adequacy and effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under SEC rules. The Committee shall review disclosures regarding the Company's internal controls that are required to be included in SEC reports.
8. Review on a regular basis management's assessment (and the basis therefore) of the adequacy and effectiveness of the Company's system of disclosure controls and procedures, including by meeting periodically with the Company's management, independent auditors and legal counsel to review their assessment of such disclosure controls and procedures and to review, before its release, the disclosure regarding such system of disclosure controls and procedures required under SEC rules to be contained in the Company's periodic filings.
9. Recommend to the Board whether the audited financial statements are satisfactory to be included in the Company's annual or other reports to the SEC.
10. At least annually, review any management letters or internal control reports prepared by the independent auditors or the Company's internal auditors and responses to prior management letters, and review with the independent auditors the Company's internal quality control and financial controls, including the budget, staffing and responsibilities of the Company's financial and accounting staff.
11. Review and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, including the type and presentation of information to be included in earnings press releases.
12. Periodically meet in separate sessions with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors.
13. Review with the independent auditor any audit problems or difficulties the independent auditor encountered in the course of audit work (e.g., restrictions on the scope of the independent auditor's activities or access to requested information and any significant disagreements with management) and the management's response. The Committee shall

also be responsible for the resolution of disagreements between management and the independent auditors regarding financial reporting.

14. Set clear hiring policies for employees or former employees of the independent auditors.
15. Review and approve or prohibit all proposed related-party transactions of \$500,000 or more, as defined in Item 404 of Regulation S-K.
16. Monitor compliance with and review, and approve or prohibit, actual and potential conflicts with the Company's code of business conduct and ethics, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance.
17. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Review periodically with management and the Company's internal accounting department these procedures and any significant complaints received.
18. Pre-approve all audit services and permissible non-audit services by the independent auditors, as set forth in Section 10A of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules and regulations promulgated thereunder by the SEC. The Committee may establish pre-approval policies and procedures, as permitted by Section 10A of the Exchange Act and the rules and regulations promulgated thereunder by the SEC, for the engagement of independent auditors to render services to the Company, including but not limited to policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approvals delegated to one or more members of the Committee are reported to the Committee at its next scheduled meeting.
19. Evaluate at least annually, the independent auditors' qualifications, performance and independence, which evaluation shall include a review and evaluation of the lead partner of the independent auditor and consideration whether there should be a rotation of the lead partner or independent auditing firm, and take appropriate action to oversee the independence of the independent auditors.
20. At least annually, obtain and review a report by the independent auditors describing: (A) the audit firm's internal quality-control procedures; (B) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the audit firm, and any steps taken to deal with any such issues; (C) all relationships between the independent auditors and the Company to enable the Committee to assess the auditors' independence; and (D) any other matters required to be included in a letter from the independent auditors

pursuant to applicable requirements of the Public Company Accounting Oversight Board regarding independent auditor's communications with the Committee concerning independence.

21. Review and reassess, at least annually, the Committee's performance and the adequacy of this charter and report its conclusion and any recommendations to the Board.
22. The Committee shall annually evaluate and assess its performance.
23. In the course of its duties, the committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.
24. The Committee shall be given full access to the internal auditors, the chairperson of the board of directors, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.

#### Resources

The Committee may, in its sole discretion, retain and terminate, as appropriate, any independent auditor, 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 independent auditors, consultants and advisors.

The Committee will be directly responsible for the appointment, compensation and oversight of any independent auditors, consultants and advisors retained by the Committee, including sole authority to approve related fees and retention terms for such independent auditors, consultants and advisors. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any independent auditors, 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.

#### 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.