

AUDIT COMMITTEE CHARTER OF SOUFUN HOLDINGS LIMITED

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. It is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, and management of the Company.

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 and the independent auditor. 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 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.

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 Committee shall also be responsible for the resolution of disagreements between management and the independent auditor regarding financial reporting. The independent auditor shall report directly to the Committee.
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 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 the interim financial statements with management and the independent auditors prior to the filing of the Company's quarterly report.
7. Review and discuss with management and the independent auditors the annual audited financial statements and quarterly financial statements, 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; 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.
8. 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; and review any material issues raised by the most recent internal quality-control review, or peer review, of the independent 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 firm, and any steps taken to deal with any such issues.
9. Review and evaluate the lead partner of the independent auditor to ensure the regular rotation of the lead audit partner as required by law and determine if there should be regular rotation of the audit firm itself.
10. 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.
11. Periodically meet in separate sessions with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors.
12. 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.
13. Set clear hiring policies for employees or former employees of the independent auditors.
14. Report regularly to the Board of Directors and review with the full Board of

Directors the activities of the Committee generally and/or any issues that arise with respect to the quality or integrity of the Company's financial statements, its compliance with legal or regulatory requirements, the performance and independence of its independent auditors, or the performance of the internal audit function.

15. Reviewing and approving all proposed related-party transactions, as defined in Item 404 of Regulation S-K.
16. 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.
17. 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.
18. Obtain on an annual basis a formal written statement from the independent auditors delineating all relationships between the independent auditors and the Company consistent with Independence Standards Board Standard No. 1, and review and discuss with the independent auditors any disclosed relationships or services the accountants have with the Company that may affect the auditor's independence and objectivity. The Committee is responsible for taking, or recommending that the full Board take, appropriate action to oversee the independence of the independent auditors.
19. Review management's analysis of any significant accounting issues, changes, estimates, judgments or unusual items relating to the financial statements and the selection, application and effects of critical accounting policies applied by the Company (including an analysis of the effect of alternative GAAP methods); review with the independent auditors the reports on such subjects delivered pursuant to Section 10A(k) of the Exchange Act and the rules and regulations promulgated there under by the SEC and all material written communications between the independent auditors and management.
20. Recommend to the Board whether the audited financial statements are satisfactory to be included in the Company's annual or quarterly report.

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.

External Advisors

The Committee shall have sole authority to obtain, at the Company's expense, but at funding levels determined by the Committee, advice and assistance from independent counsel and other advisors, as it deems necessary to carry out its duties. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company.

Funding

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attestation services, for payment of compensation to any counsel, expert or advisor employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

August 4, 2010