

XINYUAN REAL ESTATE CO., LTD.

INVESTMENT COMMITTEE CHARTER

(as amended on April 7, 2015)

The Investment 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 five directors, none of whom need be an “independent” director pursuant to the requirements of the New York Stock Exchange or other applicable laws and regulations. The members of the Committee (including any person filling a vacancy on the Committee) shall be appointed by the Board, based upon nominations made by the Nominating and Corporate Governance Committee of the Board; provided, that so long as TPG Asia VI SF Pte. Ltd. is entitled to have a director (the “Investor Director”) elected to the Board pursuant to that certain Securities Purchase Agreement, dated as of August 26, 2013, among the Company, the Guarantors party thereto and TPG Asia VI SF Pte. Ltd., the Investor Director, if any, shall be appointed as a member of the Committee. The Board shall designate one member of the Committee as Chair of the Committee. Subject to the right of TPG Asia VI SF Pte. Ltd. to have the Investor Director appointed to the Committee, Committee members may be removed from the Committee, with or without cause, by the Board.

Purpose

The primary purpose of the Committee is to oversee the Company's real property acquisition and developments and other strategic assets, including the review and approval of individual real property acquisitions.

In addition, the Committee will perform such other functions as assigned to the Committee by the Board from time to time.

Duties and Powers

The Committee may approve, without the need for prior approval or subsequent ratification by the Board as a whole, land acquisitions, including acquisitions through auction, where the consideration is cash, Seller financing and/or conventional bank debt. Any such approval is subject to the transaction and its terms being permitted and all applicable covenants being satisfied under the Company's financing agreements.

1. Prior to the Company participating in a land auction, the Committee will review diligence materials including market positioning, comparisons to competing projects in the area, surrounding area infrastructure, prospective project layout, and similar matters

as deemed necessary or appropriate by the Committee and shall approve (by a simple majority vote) a maximum cash bid price not to be exceeded by the Company's representative at the subsequent actual auction.

2. If the prospective investment does not involve an auction (i.e. the land or project is acquired from another developer) after full review as discussed above, the Committee shall pre-approve a maximum price to be proposed to the other party before any bid price is discussed with the seller by any representative of the Company. If the seller does not accept the Company's initial offer and the Company still has an interest in acquiring the property, any counteroffers to the seller above the original maximum price shall be similarly pre-approved before any discussion with the seller.

The Committee may approve, without the need for prior approval or subsequent ratification by the Board as a whole, land acquisitions involving the Company's shares, options or warrants

The Committee may also approve, without the need for prior approval or subsequent ratification by the Board as a whole, acquisitions of assets other than land, including acquiring shares in a third party or buying non-bank financial assets.

The Committee shall evaluate the execution and financial results of the Company's investments and acquisition transactions upon completion.

The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board.

Operation of the Committee

Meetings

Meetings of the Committee shall be called by a member of the Committee with at least two days' notice in writing to every member of the Committee which notice shall set forth the matters to be considered unless notice is waived by all the members of the Committee either before, at or after the meeting is held.

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 be convened prior to any commitments being made to acquire land or other strategic assets. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

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, invite to 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.

The Committee may hold an executive session as it deems appropriate. During at least some portion of each executive session, no non-Committee members shall be present.

Quorum and Voting

A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote. Formal actions to be taken by the Committee shall be determined by a majority of the Committee members present (in person or by conference telephone) at a meeting at which a quorum is present or by unanimous written consent.

Reporting to the Board

At the Board meeting following each Committee meeting, the Chair (or in his or her absence, a member designated by the Chair) shall report to the full Board on the Committee's activities and make such recommendations with respect to such activities as the Committee or the Board may deem necessary or appropriate.

Resources and Authority

To assist the Committee in fulfilling its responsibilities, the Committee may retain independent consultants, counsel and other advisors as it deems necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention forms for, and terminating the services of, such advisors. The Company will bear the expense of such advisors.