

COMPENSATION COMMITTEE CHARTER OF GDS HOLDINGS LIMITED

This Compensation Committee Charter was amended and restated by the Board of Directors (the “Board”) of GDS Holdings Limited (the “Company”) on October 18, 2016 and became effective upon the effectiveness of the Company’s Registration Statement on Form F-1 filed with the U.S. Securities and Exchange Commission relating to the Company’s initial public offering.

I. Purpose

The purpose of the Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and Directors.

II. Interpretation

Terms used but not defined in this Charter shall have the same meanings as those used in the Articles of Association of the Company (as may be amended and adopted from time to time) (the “Articles”).

III. Composition

The Committee must consist of three (3) members, (i) at least one (1) of whom shall be an Independent Director elected at a general meeting of our shareholders with Class B Ordinary Shares having one (1) vote per Class B Ordinary Share in respect of the resolution to elect such Independent Director, (ii) one (1) of whom shall be a Director nominated by the holders of the Class B Ordinary Shares and elected by the shareholders at a general meeting for so long as there are Class B Ordinary Shares outstanding (who shall be Mr. William Wei Huang), and (iii) one (1) of whom shall be an STT Director for so long as STT has the right to appoint one (1) or more Directors to the Board, and then shall be an Independent Director. The chairman of the Committee shall be a Committee member that is an STT Director for so long as STT has the right to appoint one or more Directors to the Board. For so long as SBCVC Holdings Limited (“SBCVC”) has a Director on the Board, SBCVC shall have an observer on the Committee, which observer shall not constitute a member of the Committee. At least one member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market LLC (“NASDAQ”), subject to any available exception, and any additional requirements that the Board deems appropriate. Membership shall also comply with any other applicable laws and regulations.

Subject to the membership requirements as stated above or as described below, Committee members may be removed from the Committee, with or without cause, by the Board. For the avoidance of doubt, in the event of any vacancy that reduces the Committee’s membership to less than three (3) members, the Committee shall be authorized to recommend, notwithstanding the membership requirements stated in the foregoing paragraph, any Director to fill such vacancy and to serve as an interim member of the Committee, subject to the Board’s final approval of such appointment. Any Director so appointed shall serve on the Committee until such time as a replacement who satisfies the membership requirements stated in the foregoing paragraph is appointed.

IV. Meetings

The Committee must meet at least twice during each fiscal year.

The Committee may invite to its meetings any persons it deems appropriate to carry out its duties and responsibilities. The Committee may exclude from its meetings any persons it deems appropriate to carry out its duties and responsibilities.

The Committee may appoint a Secretary who will be entitled to attend all meetings and minute the proceedings.

Meetings may be called by any Committee member or Secretary of the Committee.

V. Procedures

Three (3) Committee members, consisting of one (1) Independent Director elected at a general meeting of our shareholders with Class B Ordinary Shares having one (1) vote per Class B Ordinary Share in respect of the resolution to elect such Independent Director, one (1) Director nominated by the holders of the Class B Ordinary Shares for so long as there are Class B Ordinary Shares outstanding, and one (1) STT Director for so long as STT has the right to appoint one or more Directors to the Board, shall constitute a quorum sufficient for the Committee to take action. The Committee shall act by a vote of a simple majority. Resolutions may be made at any Committee meeting or by all Committee members signing a resolution in writing sent to all Committee members.

Committee members may participate in a Committee meeting by means of telephone, video conference or similar communications equipment without the need for physical proximity with one another.

The chairperson will determine the meeting agenda, in consultation with the Committee members.

VI. Authority

The Committee has 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 Articles that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under NASDAQ rules. The Committee will review and approve the appointment and compensation and have oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities

delegated to it by the Board from time to time and consistent with this Charter, the purposes of the Committee, the Articles and applicable NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

VII. Duties and Responsibilities

1. *Executive Officer Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

The Committee will review and approve, for the Chief Executive Officer and other executive officers, any employment agreements, severance arrangements, and any benefits and payments, in case, when and if appropriate.

2. *Director Compensation.* The Committee will review and make recommendations to the Board regarding compensation of Directors.

3. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements, including the approval of awards made under such plans and arrangements.

4. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

5. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

6. *Review of this Charter.* The Committee must annually review and reassess this Charter as conditions dictate and submit any recommended changes to the Board for its consideration. For so long as STT has the right to appoint one or more Directors to the Board, any amendment to this Charter shall require the prior approval of the member of the Committee that is an STT Director.

VIII. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.