

**Charter of the
Disclosure Committee of
Giant Interactive Group Inc.**

1. **Purpose.** The purpose of the Disclosure Committee (the “Committee”) is to help ensure that the Disclosure Statements (as defined below) made on behalf of Giant Interactive Group Inc. (the “Company”) are made in compliance with the Disclosure Controls and Procedures (as defined below) and the Internal Financial Controls (as defined below), which will be designed in a manner to include the controls, processes and procedures contemplated by Rules 13a-15(e) and (f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). This Charter was ratified by the Board of Directors of the Company (the “Board”) on Jan 30th, 2008.
2. **Membership.** The Committee will be comprised of the Company’s chief executive officer (or President), chief financial officer, financial controller, internal audit controller, the director of investor relations, general counsel, manager of public relations and such other members as the Committee shall determine from time to time. The members of the Committee will be appointed by and serve at the discretion of the Company’s chief executive officer (or President) and chief financial officer (the “Certifying Officers”). The current list of Committee members shall be set forth on Annex A to the Company’s Disclosure Controls and Procedures, as adopted and in effect from time to time (the “Disclosure Controls and Procedures”) and the Company’s Internal Financial Controls, as adopted and in effect from time to time (the “Internal Financial Controls”).

One of the Certifying Officers or the General Counsel shall serve as the Chairperson of the Committee (the “Chairperson”). The Chairperson shall schedule and preside over meetings and prepare agendas. Any interpretation of the Charter or the Committee’s procedures shall be made by the Chairperson.

3. **Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following:
 - (a) **Establishment of Disclosure Controls and Procedures.** Under the direction of the Certifying Officers, establish the Company’s Disclosure Controls and Procedures, which shall be designed to (i) satisfy the requirements of Rule 13a-15 of the Exchange Act, including, without limitation, Rule 13a-15(b), (ii) ensure that information required to be disclosed by the Company is accumulated and communicated to the Company’s management to allow timely decisions regarding required disclosure in reports filed with the U.S. Securities and Exchange Commission (“SEC”) under the Exchange Act, (iii) ensure that the Company periodically evaluates and monitors the effectiveness of these Disclosure Controls and Procedures and make modifications thereto as warranted based on such reviews, and (iv) enable each of the Certifying Officers to furnish the certification required in connection with the Company’s periodic reports under Rule 13a-14(a) and (b) and under Section 302 and 906 of the Sarbanes-Oxley Act of 2002.
 - (b) **Establishment of Internal Financial Controls.** Under the direction of the Certifying Officers, establish the Company’s Internal Financial Controls, which shall be designed to (i) provide reasonable assurance regarding the

reliability of financial reporting and other preparation of financial statements for external purpose in accordance with generally accepted accounting principles, (ii) ensure that the Company periodically evaluates and monitors the effectiveness of these Internal Financial Controls and make modifications thereto as warranted based on such reviews, and (iii) enable the Certifying Officers to furnish the certification required in connection with the Company's periodic reports under Rule 13a-14(a) and (b) and under Section 302 and 906 of the Sarbanes-Oxley Act of 2002.

- (c) **Supervision of Disclosures.** Supervise the preparation of the Company's (i) annual report on Form 20-F and/or any other annual or quarterly reports the Company may file with, or furnish to, the SEC from time to time (collectively, the "periodic reports"), reports furnished on Form 6-K, registration statements and other documents filed with or furnished to the SEC, (ii) press releases containing financial and other information material to the marketplace for the Company's securities, (iii) presentations to shareholders, financial analysts and the investment community, (iv) if applicable, presentations to rating agencies and lenders, and (v) Internet website disclosure (collectively, the "Disclosure Statements").
- (d) **Evaluation of Disclosure Controls and Procedures and Internal Financial Controls.** Under the direction of the Certifying Officers, evaluate the integrity and effectiveness of the Company's Disclosure Controls and Procedures and Internal Financial Controls as of the end of each fiscal year. The evaluation will include but not be limited to:
 - (i) identifying any significant deficiencies in the design or operation of the Disclosure Controls and Procedures and Internal Financial Controls which could adversely affect the Company's ability to record, process, summarize and report financial data;
 - (ii) identifying any fraud, whether or not material, that involves management or other employees who have a significant role in the Disclosure Controls and Procedures and Internal Financial Controls; and
 - (iii) monitoring any corrective actions being taken to address the significant deficiencies in the Disclosure Controls and Procedures and Internal Financial Controls.
- (e) **Communication with Certifying Officers.** Review with the Certifying Officers all relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Disclosure Controls and Procedures and Internal Financial Controls.
- (f) **Periodic Evaluation.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Certifying Officers for approval.

4. **Certifying Officers' Assumption and Delegation of Duty.** The Certifying Officers may, at any time, assume any or all of the duties of the Committee identified in this Charter, including, approving Disclosure Statements. The Certifying Officers may also delegate their responsibilities to any member of the Committee.
5. **Meetings.** The Committee will meet with such frequency, and at such times, as necessary to (i) ensure the accuracy and completeness of Disclosure Statements and (ii) evaluate the Disclosure Controls and Procedures and Internal Financial Controls.
6. **Minutes.** Minutes of each meeting will be kept. The Committee will report to the Board regularly or whenever requested to do so by the Board.
7. **Subcommittees.** The Committee may appoint subcommittees, comprised of a member or members of the Committee and may delegate the authority to approve Disclosure Statements to any subcommittee.
8. **Reliance; Experts; Cooperation.**
 - 8.1 **Retention of Counsel and Advisors.** The Committee has the power, in its discretion, to retain at the Company's expense such counsel, advisors and experts as it deems necessary or appropriate to carry out its duties.
 - 8.2 **Reliance Permitted.** The Committee will act in reliance on management, the Company's independent public accountants, any internal auditors, and outside advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties.
 - 8.3 **Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
 - 8.4 **Required Participation of Employees.** The Committee shall have unrestricted access to the Company's employees, independent public accountants, internal auditors, and internal and outside counsel, and may require any employee of the Company or representative of the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors or experts.

Annex A

Disclosure Committee Members

Wei Liu	President
Eric He	Chief Financial Officer
Lu Zhang	Chief Operating Officer
Min Tang	Vice President of Media and Office Administration
GuangLu Ren	Financial Controller
YongMing Zhu	Internal Audit Controller
Wei Wang	General Counsel
Richard Chiang	Manager of IR
Jing Xie	Secretary