



SOMERLEY CAPITAL LIMITED

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5 December 2016

The Board of Directors
China International Capital Corporation Limited
27th and 28th Floor, China World Office 2
1 Jianguomenwai Avenue
Chaoyang District, Beijing
PRC

Dear Sirs,

**(1) VERY SUBSTANTIAL ACQUISITION IN RELATION TO THE
PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN CHINA
INVESTMENT SECURITIES COMPANY LIMITED AND THE PROPOSED ISSUE
OF CONSIDERATION SHARES
AND
(2) APPLICATION FOR THE WHITEWASH WAIVER**

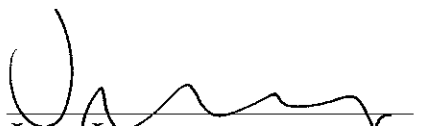
We refer to the circular of China International Capital Corporation Limited dated 5 December 2016 in relation to, amongst others, the captioned matters (the “**Circular**”). Capitalised terms used herein have the same meanings as defined in the Circular, unless otherwise stated.

We hereby give and have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter of advice to the Independent Board Committee and Independent Shareholders dated 5 December 2016 in relation to, amongst others, the captioned matters (the “**Letter of Advice**”), and the references to our name included therein in the form and context in which it is included.

We also consent to the Letter of Advice and this letter being made available for public inspection as described in the Appendix VIII to the Circular.

Yours faithfully,

For and on behalf of
SOMERLEY CAPITAL LIMITED



Jenny Leung
Director