

December 5 _____, 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,

Re: China International Capital Corporation Limited (the “Company”)

- (1) Very Substantial Acquisition in Relation to the Proposed Acquisition of Entire Equity Interest in China Investment Securities Company Limited and Proposed Issue of the Consideration Shares (the “Proposed Acquisition”)**
(2) Application for the Whitewash Waiver (the “Whitewash Waiver Application”)

We refer to the circular of the Company dated _____ December 5 _____, 2016 in connection with, among other things, the Proposed Acquisition and the Whitewash Waiver Application (the “Circular”). Capitalized terms used herein shall have the same meaning as those defined in the Circular, unless the content otherwise requires.

We hereby give, and confirm that we have not withdrawn, our consent (i) to the issue of the Circular; and (ii) to the inclusion of all references to our name and our legal opinions in the form and context in which they respectively appear in the Circular.

We hereby also consent to copies of this letter being made available for inspection as described in the section headed “18. Documents Available for Public Inspection” in Appendix VIII to the Circular.

We also confirm that as at the date of the Circular, (i) we are not interested beneficially or non-beneficially in any shares in any member of the Group or CISC Group; and (ii) we do not have any right or option (whether legally enforceable or not) to subscribe for or to nominate any persons to subscribe for securities in any member of the Group or CISC Group.

海问律师事务所 HAIWEN & PARTNERS

北京市朝阳区东三环中路 5 号
财富金融中心 20 层
邮编 100020
20/F, Fortune Financial Center
5 Dong San Huan Central Road
Chaoyang District
Beijing 100020, China
Tel: (+86 10) 8560 6888
Fax: (+86 10) 8560 6999

上海市静安区南京西路 1515 号
静安嘉里中心一座 2605 室
邮编 200040
2605 Jing An Kerry Center Tower 1
1515 Nanjing West Road
Jing'an District
Shanghai 200040, China
Tel: (+86 21) 6043 5000
Fax: (+86 21) 5298 5030

深圳市福田区中心四路 1 号
嘉里建设广场第二座 2104 室
邮编 518048
2104, Tower 2, Kerry Plaza
1 Zhong Xin Si Road
Futian District
Shenzhen 518048, China
Tel: (+86 755) 8323 6000
Fax: (+86 755) 8323 0187

Yours faithfully,

Haiwen & Partners

Haiwen & Partners