Registration Number: 1892/000610/06 Share C

ISIN: ZAE000096541

FORM OF PROXY FOR ANNUAL GENERAL MEETING

Note: All beneficial shareowners that have dematerialised their shares through a CSDP or broker, other than those which are in "own name", must NOT COMPLETE THIS FORM

Instead, they must either provide the CSDP or broker with their voting instructions, or alternatively, should they wish to attend the meeting themselves, they may request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or broker.

A member entitled to attend and vote at the meeting mentioned below is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his stead. A proxy need not be a member of the company.

I / We				
(Name in block letters)				
of				
(Address in block letters)				
being the holder/holders of ordinary shares in Tongaat Hulett Limited of hereby appoint				
orfailing him, MrJB Magwaza orfailing him, MrPH Staude as my/our proxy to vote for meeting of the company to be held at 09h00 on Friday 29 July 2011 for the purpose of cor without modification, the resolutions to be proposed thereat, at each adjournment respect of the ordinary shares registered in my/our name/s in accordance with the fo	onsidering nt thereof	g and, if do and to vo	eemed fit, parte on the re	assing, with
Proposed resolution		For	Against	Abstain
Adoption of financial statements.				
Re-appointment of Deloitte & Touche as auditors (with Mr W Moodley as designated a	uditor).			
Re-election of directors:				
B G Dunlop				
F Jakoet				
N Mjoli-Mncube				
M H Munro				
Election of Audit & Compliance Committee until the next AGM				
F Jakoet				
J John				
R P Kupara				
M Mia				
Special Resolution Number 1 authorising the repurchase of issued ordinary shares to a maximum of five percent in any year.				
Ordinary Resolution Number 1 authorising directors to give effect to Special Resolution No. 1.				
Ordinary Resolution Number 2 authorising the placing of unissued share capital under the control of directors to a maximum of five percent of the issued share capital.				
Ordinary Resolution Number 3 authorising directors to issue for cash unissued shares in terms of Ordinary Resolution No. 2.				
Special Resolution Number 2 authorising the remuneration payable to directors for their service as directors of the company.				
Special Resolution Number 3 giving authority to directors to authorise the companacts, inter alia, as treasury manager to its subsidiaries and associates, to provide fu assistance as per Section 45 of the new Companies Act.				
Non-binding advisory vote endorsing the company's remuneration policy.				
Signed this day of 2011 Signature	1			

South Africa: Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001

Completed forms of proxy must be received at the office of the company's transfer secretaries by not later than 09h00 on

(PO Box 61051, Marshalltown, 2107).

Friday, 22 July 2011.

United Kingdom: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

- 1. A member's instructions to the proxy must be indicated in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the annual general meeting as he/she deems fit. A member may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A member who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the member's votes exercisable at the annual general meeting.
- 2. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the company's share registrar or waived by the chair of the annual general meeting.
- 3. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
- 4. A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the share registrars of the company.
- 5. The chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if the chairman of the annual general meeting is satisfied as to the manner in which the member wishes to vote.