

Form of proxy

AVENG LIMITED

Registration number 1944/018119/06 ("the Company")

For use at the sixty-fifth annual general meeting of the Company to be held at 204 Rivonia Road, Morningside, Sandton, 2057 on Friday, 23 October 2009 at 10:00, or at any adjournment thereof ("the annual general meeting").

Only for use by the owners of certificated ordinary shares in the Company and/or dematerialised ordinary shares in the Company held through a Central Securities Depository Participant (CSDP) or broker who has selected "own name" registration.

Holders of dematerialised ordinary shares in the Company who have not selected "own name" registration must inform their CSDP timeously of their intention to attend and vote at the annual general meeting or to be represented by proxy thereat in order for the CSDP to issue them with the necessary authorisation to do so or provide the CSDP timeously with their voting instructions should they not wish to attend the annual general meeting in order for the CSDP to vote in accordance with their instructions at the meeting.

I/We

(Name in block letters)

of

(Address)

being the holder/s of

ordinary shares, hereby appoint (see note 1)

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the Company, or failing him the chairman of the annual general meeting, as my/our proxy to attend and speak for me/us on my/our behalf and to vote or abstain from voting on my/our behalf at the annual general meeting.

I/We desire to vote as follows (see note 2):

| | | For | Against | Abstain |
|----|--|-----|---------|---------|
| 1. | Approval of annual financial statements | | | |
| 2. | Re-election of directors: | | | |
| | 2.1 DR Gammie | | | |
| | 2.2 RL Hogben | | | |
| | 2.3 DG Robinson | | | |
| | 2.4 NL Sowazi | | | |
| | 2.5 SJ Scott | | | |
| 3. | Re-appointment of Ernst & Young Inc. as the Company's auditor | | | |
| 4. | Approval of fees payable to non-executive directors | | | |
| 5. | Special resolution No. 1 General authority to repurchase shares | | | |
| 6. | Special resolution No. 2 Change in retirement age for non-executive directors | | | |

Signed at _____ on _____ 2009

Signature

Assisted by me, where applicable (name and signature)

Please refer to the notes on the back of this Form of Proxy