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30

YEARS

TEMPLETON
GLOBAL GROWTH
FUND LTD.

Stock Exchange Announcement

16 September 2019

The Manager
ASX Markets Announcements Office
Australian Securities Exchange Limited
Exchange Centre
Level 4
20 Bridge Street
Sydney NSW 2000

Annual General Meeting 2019 – Notice of Meeting and Proxy Form

The Notice of Meeting and sample Proxy Form for the 2019 Annual General Meeting for Templeton Global Growth Fund Ltd ("TGG") are attached and are being sent to shareholders today.

The Annual General Meeting will be held in Melbourne on Tuesday 22 October at 11.00am (Melbourne time).

Information for shareholders who receive a hard copy of the Notice of Meeting:

TGG advises that there is a minor typographical error on page 4 of the printed version only of the Notice of Meeting. The notes to "Item 3: Appointment of Auditor" should refer to written notice nominating EY having been given to the Company by a shareholder (rather than the incorrect reference to written notice referencing "PricewaterhouseCoopers"). As outlined elsewhere in the notice, PricewaterhouseCoopers has submitted its resignation as auditor to the Company and a shareholder has nominated EY as the new auditor.

This error does not appear in the attached Notice of Meeting or in any Notice of Meeting sent by email or available online.

By order of the Board

Templeton Global Growth Fund Ltd

Lindsay Mackay
Company Secretary



Templeton Global Growth Fund Ltd

ABN 44 006 558 149

Dear Shareholder,

It is my pleasure to invite you to the 2019 Annual General Meeting of Templeton Global Growth Fund Ltd.

The Annual General Meeting will be held at the Westin, Executive Room II, 205 Collins Street, Melbourne on Tuesday 22 October 2019 at 11.00am (Melbourne time).

I enclose your Notice of Meeting together with a personalised Proxy Form.

Shareholder voting

If you will be attending the Annual General Meeting, please bring this letter with you to facilitate processing of your registration. Registration will commence at 10.30am (Melbourne time) on Tuesday 22 October 2019.

If you are unable to attend the meeting, I encourage you to complete the enclosed Proxy Form and to consider how you wish your proxy to vote.

To be effective, your completed Proxy Form must be received at the Company's Share Registry or Registered Office or by facsimile to the Share Registry or to the Company or online to the Company's Share Registry no later than 11.00am (Melbourne time) on Sunday 20 October 2019. For further details, see the notes set out on the back of the Notice of Meeting and on the back of the Proxy Form.

I look forward to welcoming you to the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read "C Freeman", written in a cursive style.

Christopher R Freeman

Chairman

16 September 2019

TEMPLETON GLOBAL GROWTH FUND LTD

ABN 44 006 558 149

Registered Office: Level 19, 101 Collins Street Melbourne, Victoria 3000, Australia
Telephone (03) 9603 1209 Fax (03) 9603 1266

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Templeton Global Growth Fund Ltd ("Company") will be held at the Westin, Executive Room II, 205 Collins Street, Melbourne on Tuesday 22 October 2019 at 11.00am (Melbourne time).

Items of Business

Ordinary Business:

Item 1: Reports

To receive and consider the Financial Report of the Company and the Reports of the Directors and the Company's auditor, PricewaterhouseCoopers ("Auditor") for the financial year ended 30 June 2019.

Item 2(a): Re-election of Gregory E McGowan

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (a) "That Gregory E McGowan, who retires in accordance with Article 10.3 of the Company Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Item 2(b): Re-election of Christopher R Freeman

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (b) "That Christopher R Freeman, who retires in accordance with Article 10.3 of the Company Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Item 3: Appointment of Auditor

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (a) "That, subject to the consent of the Australian Securities and Investments Commission to the current auditor resigning, to appoint EY, having consented in writing and been duly nominated in accordance with section 328B(1) of the Corporations Act 2001 (Cth), as Auditor of the Company, to take effect from the time at which the resignation of the current auditor takes effect."

Item 4: Remuneration Report

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (a) "That the Remuneration Report for the Company (which forms part of the Directors' Report) for the year ended 30 June 2019 is adopted."

A voting exclusion applies to this resolution (please refer to the Explanatory Notes section of this Notice).

By order of the Board of Directors



Lindsay Mackay
Company Secretary
16 September 2019

EXPLANATORY NOTES - ORDINARY BUSINESS

Item 1: Reports

As required by section 317 of the Corporations Act 2001 (Cth) ("Corporations Act"), the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Annual General Meeting. There is no formal resolution for this item.

Item 2(a): Re-election of Gregory E McGowan

Article 10.3 of the Company's Constitution and ASX Listing Rule 14.4 prohibit a Director from holding office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is longer.

In accordance with these provisions, Mr Gregory E McGowan will retire at the Annual General Meeting on 22 October 2019.

In accordance with Article 10.3 of the Company's Constitution, Mr Gregory E McGowan is eligible, and being eligible, offers himself for re-election at the Annual General Meeting. Further information on Mr Gregory E McGowan is set out below.

GREGORY E. MCGOWAN, JD – Non-Independent Non-Executive Director
Appointed in April 1992.

Gregory McGowan provides consultancy services to the Franklin Templeton group and was formally an executive vice president, director and general counsel of Templeton International, Inc., the organisation responsible for the development and operation of Templeton businesses outside of North America and for Templeton Worldwide, Inc., the holding company of all the Templeton subsidiaries. Mr McGowan joined the Franklin Templeton organisation in 1986 and also served as an executive vice president of Templeton Global Advisors Limited (a Bahamas corporation). Mr McGowan also previously served as Director of Franklin Templeton Investments Australia Limited.

Prior to joining the Franklin Templeton organization, Mr McGowan was a senior attorney for the United States Securities and Exchange Commission. Mr McGowan holds a BA in economics and international affairs from the University of Pennsylvania, an MA from the University of Paris, and a JD from Georgetown University Law Center.

He is one of two Non-Executive Directors who are representatives of the Franklin Templeton group and resides in the USA. Having regard to the core business and investment strategy and the responsibilities delegated to the investment manager, it is considered appropriate that the board should include non-executive directors who are suitably senior and qualified representatives of Franklin Templeton group.

Other Directorships and Memberships

Mr McGowan currently serves as a director of Franklin Templeton Investment Services GmbH, Franklin Templeton France S.A. and China Life Franklin Asset Management Co., Ltd.

The Board (other than Mr McGowan who is the subject of this resolution) unanimously recommends that shareholders vote in favour of Item 2(a).

The proposed resolution in Item 2(a) is an ordinary resolution.

Item 2(b): Re-election of Christopher R Freeman

Article 10.3 of the Company's Constitution and ASX Listing Rule 14.4 prohibit a Director from holding office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is longer.

In accordance with these provisions, Mr Christopher R Freeman elects to retire at the Annual General Meeting on 22 October 2019.

In accordance with Article 10.3 of the Company's Constitution, Mr Christopher R Freeman is eligible, and being eligible, offers himself for re-election at the Annual General Meeting. Further information on Mr Christopher R Freeman is set out below.

CHRISTOPHER R FREEMAN, CA, MAICD – Non-Executive Chairman (Appointed Director 11 January 2017)
Appointed Chairman on 22 February 2017. Chair of the Review Committee and member of the Audit Committee.

Currently Senior Strategic Advisor to the BT Financial Group. Former roles include General Manager Adviser Distribution for the BT Financial Group, Head of Equities for Bankers Trust Australia Limited, Head of Distribution for BT Financial Group and Head of BT Wealth and Wrap Solutions.

The Board (other than Mr Freeman who is the subject of this resolution) unanimously recommends that shareholders vote in favour of Item 2(b).

The proposed resolution in Item 2(b) is an ordinary resolution.

Item 3: Appointment of Auditor

Following a tender for the external audit services, in which a number of audit firms were invited to tender their services, including the incumbent auditor PricewaterhouseCoopers, the Board has selected EY as the recommended external auditor of the Company. Under the Corporations Act, the members must approve the appointment of a new auditor.

PricewaterhouseCoopers has submitted its resignation as auditor to the Company and has advised the Company that it has applied to the Australian Securities and Investments Commission ("ASIC") for consent to resign effective from the later of the end of this Annual General Meeting and the day on which ASIC gives its consent. EY has provided its consent to act as auditor of the Company. In accordance with the requirements of the Corporations Act, written notice nominating EY has been given to the Company by a shareholder, Monostar Pty Limited. A copy of the notice of nomination of EY as auditor is attached to the Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of Item 3.

The proposed resolution in Item 3 is an ordinary resolution.

Item 4: Remuneration Report

The Corporations Act requires the Company to include, in the Directors' Report for the year ended 30 June 2019, a detailed Remuneration Report setting out certain prescribed information relating to the remuneration of the Company's key management personnel ("KMP") and to submit the Remuneration Report for adoption by resolution of shareholders at the Annual General Meeting.

The Remuneration Report for the year ended 30 June 2019 is set out on pages 19-21 of the Company's Annual Report.

Due to the nature of the Company being a listed investment vehicle, the management of the investment portfolio is conducted pursuant to a formal investment management agreement with Franklin Templeton Investments Australia Ltd ("FTIAL"). There is also an Administrative Services Agreement in place with FTIAL that details the responsibility for the provision of administrative services to the Company by FTIAL, including the roles of General Manager and Company Secretary. It is on this basis that the executive staff are reimbursed and employed by FTIAL and provide services pursuant to the Administrative Services Agreement. As such, the Company has had no employees since 1 July 2014.

The Non-Executive Directors who received remuneration during the 2019 financial year were Chairman Mr Christopher R Freeman, Mr Martin F Warwick, Mr Michael J O'Brien and Ms Joanne Dawson. None of the Directors received an increase to their fees or superannuation in the 2019 financial year. Directors are not eligible to receive cash bonuses, shares or options as components of their remuneration and are not eligible for loans, motor vehicles, rent or other benefits. The total remuneration paid for the year ended 30 June 2019 was 290,371 and for the year ended 30 June 2018 was \$290,371, significantly less than the maximum amount of \$350,000 in aggregate remuneration payable determined by shareholders (amounts in Australian dollars).

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask questions about or make comments on the Remuneration Report.

The Directors unanimously recommend that shareholders vote IN FAVOUR of the resolution to adopt the 2019 Remuneration Report.

Subject to the voting restrictions set out below, the Chairman of the Annual General Meeting intends to vote unrestricted proxies in favour of the resolution proposed in Item 4.

Voting Exclusion Statement

Item 4 (Remuneration Report)

The Company will disregard any votes cast on the proposed resolutions in Item 4:

- (a) by or on behalf of members of the Company's key management personnel ("KMP") disclosed in the Annual Report for the financial year ended 30 June 2019, or their closely related parties, regardless of their capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties,

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on the resolutions in Item 4:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Annual General Meeting pursuant to an express authorisation to vote undirected proxies as the Chairman sees fit.

A "closely related party" includes a spouse, dependent and certain other close family members of KMP, as well as companies controlled by a member of KMP.

If you appoint the Chairman of the Annual General Meeting as your proxy, and you do not direct your proxy how to vote on Item 4 on the Proxy Form, you will be expressly authorising the Chairman of the meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP (which includes the Chairman of the Annual General Meeting).

The Chairman of the Annual General Meeting intends to vote unrestricted proxies in **favour** of Item 4.

ADDITIONAL NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Voting entitlements

For the purpose of voting at the Annual General Meeting, the Directors have determined in accordance with the Company's Constitution and Regulation 7.11.37 of the Corporations Regulations 2001 that all shares of the Company that are quoted on the ASX as at 11.00am (Melbourne time) on Sunday 20 October 2019 will be taken to be held by the persons who are registered as holding them at that time. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.

Shareholder questions

Shareholders entitled to vote at the Annual General Meeting may submit written questions for the Company or the Auditor. Please ensure that written questions are received by the Company's Share Registry by Monday 20 October 2019.

Attending the Annual General Meeting

In the case of joint shareholders, all holders may attend the Annual General Meeting but only one holder may vote at the meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present (including by proxy), and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate shareholder's powers at any one time. If a representative of a corporate shareholder is to attend the Annual General Meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission to the Annual General Meeting.

Proxies

A Proxy Form accompanies this Notice of Annual General Meeting.

A member entitled to attend and vote is entitled to appoint:

- (a) a person; or
- (b) if the member is entitled to cast two or more votes at the Annual General Meeting, two persons,

as the member's proxy or proxies to attend and vote on behalf of the member at the Annual General Meeting. A proxy need not be a member of the Company.

A proxy can be an individual or a body corporate.

A corporate shareholder must sign a Proxy Form in accordance with that shareholders' constitution or otherwise in accordance with the Corporations Act.

Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes. A separate Proxy Form should be used for each proxy. You can obtain an additional Proxy Form from the Company's Share Registry or you may copy the Proxy Form.

To be effective, a duly completed Proxy Form and any authority under which it is signed or a copy of that power of attorney certified by statutory declaration must be received at the Company's Share Registry or at the Company's Registered Office, by no later than 11.00am (Melbourne time) on Sunday 20 October 2019 in the ways outlined below.

Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the Annual General Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the Annual General Meeting, the proxy must vote on a poll and must vote as directed.

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing either the "For", "Against", or "Abstain" box when completing their Proxy Form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

Default to the Chairman of the Annual General Meeting

If:

- a poll has been called on a resolution; and
- a shareholder has appointed a proxy other than the Chairman of the Annual General Meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the shareholder's proxy either:
 - Does not attend the Annual General Meeting; or
 - Attends the Annual General Meeting but does not vote on the resolution.

Then the Chairman of the Annual General Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the Annual General Meeting must vote in accordance with the written direction of that shareholder.

Proxies may be lodged:

- online by going to www.investorvote.com.au or by scanning the QR Code, found on the enclosed Proxy Form, with your mobile device;
- by mail or facsimile to Templeton Global Growth Fund Ltd Share Registry:
 - c/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001
 - Facsimile (within Australia) 1800 783 447, (outside Australia) +61 3 9473 2555; or
- by delivery or facsimile to the registered office of the Company, being Level 19, 101 Collins Street, Melbourne, Victoria 3000, facsimile (03) 9603 1266.

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

For more information concerning the appointment of proxies, please refer to the enclosed Proxy Form.

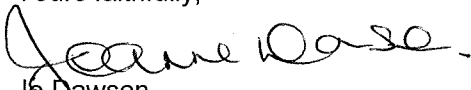
13 August 2019

Board of Directors
Templeton Global Growth Fund Limited
Level 19, 101 Collins Street,
Melbourne, VIC, 3000

Dear Directors,

I, Jo Dawson, Director of Monostar Pty Limited ("Company") and authorised to sign this letter on behalf of the Company, the Company being a shareholder of Templeton Global Growth Fund Limited ("TGG"), hereby give written notice pursuant to Section 328B(1) of the Corporations Act of the nomination of EY for appointment as Auditor of TGG at the next Annual General Meeting on 22 October 2019.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Jo Dawson', with a horizontal line extending to the right.

Jo Dawson
Director
Monostar Pty Limited



Templeton Global Growth Fund Ltd

ABN 44 006 558 149

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Melbourne time) Sunday, 20 October 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

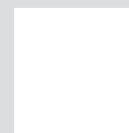
If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 182758

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Templeton Global Growth Fund Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Templeton Global Growth Fund Ltd to be held at the Westin, Executive Room II, 205 Collins Street, Melbourne on Tuesday, 22 October 2019 at 11.00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 4 (except where I/we have indicated a different voting intention in step 2) even though Item 4 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2(a) Re-election of Gregory E McGowan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b) Re-election of Christopher R Freeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically