



Templeton Global Growth Fund Ltd

ABN 44 006 558 149

Dear Shareholder,

It is my pleasure to invite you to the 2014 Annual General Meeting of Templeton Global Growth Fund Ltd.

The meeting will be held at the Westin, Room IV, 205 Collins Street, Melbourne on Wednesday 22 October, 2014 at 11.00am.

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

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 Wednesday 22 October 2014.

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 no later than 11.00am (Melbourne time) on Monday 20 October 2014. 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 shall look forward to welcoming you to the meeting.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'J.A. Killen'.

J.A. (Tony) Killen
Chairman
18 September 2014



Templeton Global Growth Fund Ltd

ABN 44 006 558 149

000002 000 TGGRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form



For your vote to be effective it must be received by 11:00am (Melbourne time) on Monday 20 October 2014.

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

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

Joint Holding: Where the holding is in more than one name, all securityholders must 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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding
- View the Annual Report

Your secure access information is:



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.



IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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, Room IV, 205 Collins Street, Melbourne on Wednesday 22 October 2014, 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 2 (except where I/we have indicated a different voting intention below) even though Item 2 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 2 by marking the appropriate box in step 2 below.

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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (a)	Election of Mr Martin Frank Warwick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (b)	Election of Mr Michael Joseph O'Brien as a Director	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

TEMPLETON GLOBAL GROWTH FUND LTD
ABN 44 006 558 149

Registered Office: Level 19, 101 Collins Street Melbourne, Victoria 3000, Australia Telephone (03) 9603 1207 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, Room IV, 205 Collins Street, Melbourne on Wednesday 22 October 2014, at 11.00am.

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 Auditor for the financial year ended 30 June 2014.

Item 2: Adoption of Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2014. The vote on this resolution is advisory only and does not bind the Directors, or the Company.

Item 3: Election of Directors

- (a) "That Martin Frank Warwick, who retires in accordance with Article 10.7 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director."
- (b) "That Michael Joseph O'Brien, who retires in accordance with Article 10.7 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director."

By order of the Board of Directors



Rabie Abas

Company Secretary

18 September 2014

EXPLANATORY NOTES - ORDINARY BUSINESS

Agenda Item 1: Reports

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

Agenda Item 2: Remuneration Report

The Remuneration Report is set out on pages 27 to 30 of the Company's annual report for the year ended 30 June 2014. The report:

- Outlines the Board's policies in relation to the nature and level of remuneration paid to directors and executives.
- Sets out remuneration details for each director and executives.
- Makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

As a result of amendments to the Corporations Act known as the "two strikes rule", the result of the vote on this resolution may affect next year's AGM. If 25% or more of the votes cast on this resolution are "against" the resolution at the 2014 AGM (a "first strike"), and 25% or more of the votes cast are against the remuneration report resolution at the 2015 AGM (a "second strike"), a further resolution on whether to hold a meeting to spill the Board (a "spill resolution"), would need to be considered at the 2015 AGM.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. The Board unanimously recommends that shareholders vote in favour of Agenda Item 2. Subject to the voting restrictions set out below, the Chairman of the meeting intends to vote unrestricted proxies in favour of the resolution.

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Agenda Item 2 by or on behalf of:

1. Key management personnel ("KMP") of the Company; and
2. Closely related parties of the KMP.

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.

However, a vote may be cast on Agenda Item 2 by a KMP, or a KMP's closely related party as a proxy, if the vote is not cast on behalf of the KMP or the closely related party and:

- The proxy appointment is in writing and it directs the proxy how to vote on Agenda Item 2; or
- The proxy is the Chairman of the meeting, and;
 - The proxy appointment does not direct the proxy how to vote on Agenda Item 2; and
 - The proxy appointment expressly authorizes the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Agenda Item 2 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 meeting.

The Chairman of the meeting intends to vote unrestricted proxies in favour of Agenda Item 2.

Agenda Item 3: Election of Directors

Agenda Item 3(a) – Election of Mr Martin Frank Warwick

Article 10.7 of the Company's Constitution provides that a Director appointed by the Directors holds office until the next Annual General Meeting, but is eligible for election at that Annual General Meeting. ASX Listing Rule 14.4 prohibits a Director who has been so appointed from holding office (without re-election) past the next Annual General Meeting following the Director's appointment.

In accordance with these provisions, Mr Martin Frank Warwick, who was appointed as a Director on 1 July 2014, will retire at the Annual General Meeting on 22 October 2014.

In accordance with Article 10.7 of the Company's Constitution, Mr Martin Frank Warwick is eligible, and being eligible, offers himself for election at the Annual General Meeting. Further information on Mr Martin Frank Warwick is set out below.

Agenda Item 3(b) – Election of Mr Michael Joseph O'Brien

Article 10.7 of the Company's Constitution provides that a Director appointed by the Directors holds office until the next Annual General Meeting, but is eligible for election at that Annual General Meeting. ASX Listing Rule 14.4 prohibits a Director who has been so appointed from holding office (without re-election) past the next Annual General Meeting following the Director's appointment.

In accordance with these provisions, Mr Michael Joseph O'Brien, who was appointed as a Director on 27 August 2014, will retire at the Annual General Meeting on 22 October 2014.

In accordance with Article 10.7 of the Company's Constitution, Mr Michael Joseph O'Brien is eligible, and being eligible, offers himself for election at the Annual General Meeting. Further information on Mr Michael Joseph O'Brien is set out below.

Each of the proposed resolutions in Agenda Item 3(a) and 3(b) is an ordinary resolution.

The Board (in absence of the relevant Directors) unanimously recommends that shareholders vote in favour of Agenda Items 3(a) and 3(b).

MARTIN F. WARWICK, CA, MBA, ACIS, AGIA, BSc, MAICD – Non-Executive Director

Appointed as a Director on 1 July 2014. Member of the Review and Audit Committees. Formerly General Manager and Company Secretary of the Company. Currently the Director of a Melbourne accounting practice. Member of the Board of Management of Education Program for Infants and Children Inc. Former member of the Audit and Risk Committee of the University of Melbourne.

MICHAEL J. O'BRIEN, CFA, FIAA, MAICD – Non-Executive Director

Appointed as a Director on 27 August 2014. Member of the Review and Audit Committees. Former roles included Chief Executive Officer and Director of Invesco Australia Limited, Chief Investment Officer of AXA Australia and NZ. Former roles include directorships at Alliance Capital Management Australia, Alliance Capital Management NZ, NM Superannuation Pty Ltd, NM Funds Management and NM Master Trust Limited.

ADDITIONAL NOTES TO THE NOTICE OF 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 7.00pm (Melbourne time) on 20 October 2014 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 Register by 13 October 2014.

Attending the meeting

In the case of joint shareholders, all holders may attend the 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 meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission to the 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 meeting, two persons,

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

A corporate shareholder must sign a Proxy Form in accordance with that shareholders' constitution or otherwise in accordance with the Corporations Act 2001.

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 20 October 2014.

Default to the Chairman of the meeting

If:

- A poll has been called on a resolution; and
- A shareholder has appointed a proxy other than the Chairman of the 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 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 meeting must vote in accordance with the written direction of that shareholder.

Proxies may be lodged:

by mail or facsimile to Templeton Global Growth Fund Ltd share registry:

c/- Computer 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.