



Templeton Global Growth Fund Ltd

ABN 44 006 558 149

000001 000 TGG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Dear Shareholder,

It is my pleasure to invite you to the 2011 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 26 October, 2011 at 11.00am.

I enclose your Notice of Meeting together with the following documents:

- a personalised Proxy Form; and
- the Company's 2011 Annual Report (if you have requested to receive the Annual Report)

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 26 October 2011.

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 24 October 2011. 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,

David Walsh
Chairman
16 September, 2011



Templeton Global Growth Fund Ltd

ABN 44 006 558 149

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

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Proxy Form

For your vote to be effective it must be received by 11:00am (Melbourne time) Monday 24 October 2011

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 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 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

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 the 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 information tab, "Downloadable 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

Your secure access information is:

SRN/HIN: I999999999



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

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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.



I 9999999999

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 Limited (the "Company") 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, as the proxy sees fit) at the Annual General Meeting of Templeton Global Growth Fund Limited to be held at the Westin, Room IV, 205 Collins Street, Melbourne on Wednesday, 26 October 2011 at 11:00am and at any adjournment of that meeting.

Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

If the Chairman is your proxy or is appointed your proxy by default, and you do not direct your proxy to vote "for", "against" or "abstain" on Item 2, you are directing the Chairman of the Meeting to vote in favour of Item 2, even if that item is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company group.

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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a To elect Michael E. Bartlett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b To re-elect David A. Walsh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Appointment of PricewaterhouseCoopers as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 _____

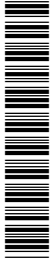
Date / / _____



All Correspondence to:-
Computershare Investor Services P/L
GPO Box 2975
MELBOURNE VIC 3001

Templeton Global Growth Fund Ltd

ABN 44 006 558 149



000001 000 TGG
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Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Templeton Global Growth Fund Limited . Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHES environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHES are also updated.

Yours sincerely

A handwritten signature in black ink, appearing to read 'David Walsh'.

David Walsh
Chairman

TEMPLETON GLOBAL GROWTH FUND LTD
ABN 44 006 558 149

Registered Office: Level 25, 360 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 26 October 2011, at 11.00am.

Items of Business

Ordinary Business:

Item 1: Reports

To receive and consider the Annual Financial Report of the Company and the Reports of the Directors and the Auditor for the financial year ended 30 June 2011.

Item 2: Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2011 be adopted."

The vote on this resolution is advisory only and does not bind the Directors, or the Company.

Item 3: Election of Directors

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

(a) "That Michael E. Bartlett, 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 David A. Walsh, who retires in accordance with Article 10.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director. "

Separate resolutions will be considered in respect of each of Mr Bartlett and Mr Walsh.

Item 4 Appointment of Auditor

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

"That PricewaterhouseCoopers, being qualified to act as auditor of the Company and having consented to do so, be appointed as the auditor of the Company to take effect from the time at which the resignation of Ernst & Young as auditor takes effect.

By order of the Board of Directors



Martin F Warwick
Company Secretary
16 September 2011

ORDINARY BUSINESS - EXPLANATORY NOTES

Agenda Item 1: Reports

As required by sections 250R and 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.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

The auditor is required to attend the meeting and will be available to take shareholders' questions and comments about the conduct of the audit and the content of the auditor's report. Shareholders may submit written questions to the auditor on these matters for response at the meeting. These questions should be sent to the Company by mail to Level 25, 360 Collins Street, Melbourne 3000 and must be submitted no later than five business days before the meeting. The Company is required by law to forward all questions to the auditor, from which the auditor is required to prepare a list of questions that the auditor considers are relevant to the conduct of the audit and the content of the auditor's report. The auditor may omit questions that are the same in substance to other questions or that are not received in a timely manner.

At the meeting, the Chairman will give the auditor a reasonable opportunity to answer any questions on the question list. The list of questions prepared by the auditor will be available on the Company's website www.tggf.com.au prior to the meeting. In addition, copies of the list of questions will be available at the meeting.

The auditor will also be available to take shareholders' questions at the meeting regarding accounting policies adopted by the Company in relation to the preparation of the financial statements, the preparation of the auditor's report and the independence of the auditor in relation to the conduct of the audit.

Agenda Item 2: Remuneration Report

The Remuneration Report is set out on pages 28 to 30 of the Company's Annual Report for the year ended 30 June 2011. 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 Executive.
- Makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Executives, including Executive Directors.
- Explains that benefits under the former retirement benefit plan for Non-Executive Directors are frozen.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Voting restrictions

A vote must not be cast (in any capacity) on Agenda Item 2 (Remuneration Report) by or on behalf of the Company group's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report ("KMP") or their closely related parties, whether as a shareholder or as a proxy.

However, a vote may be cast on Agenda Item 2 by such a person if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Agenda Item 2, and the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If the Chairman of the Meeting is your proxy or is appointed your proxy by default, and you do not direct your proxy to vote "for", "against" or "abstain" on Agenda Item 2 on the proxy form, you are directing the Chairman of the Meeting to vote in favour of Agenda Item 2 even if that item is connected directly or indirectly with the remuneration of a member of the KMP of the Company group.

Under recent changes to the Corporations Act, if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive AGMs, a resolution must be put to shareholders at the second AGM as to whether another meeting should be held within 90 days (called a spill meeting). If that resolution is passed, the Directors (other than a managing director) who were Directors when the 25% 'no' vote was passed at the second AGM cease to hold office immediately before the spill meeting. At the spill meeting, the Company must put resolutions to appoint those persons who vacated immediately before the spill meeting as Directors.

The 2011 AGM is the first meeting at which the new laws apply. A 25% 'no' vote at this AGM will not result in a spill meeting but could result in such a meeting if there is a 25% or more 'no' vote at the 2012 AGM.

Agenda Item 3: Election of Directors

Agenda Item 3(a) - Election of Mr Bartlett

Article 10.7 of the Company's Constitution provides that a Director appointed by the Directors holds office only until the next following Annual General Meeting, but is then eligible for re-election and 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 of the Company.

In accordance with these provisions, Mr Michael Bartlett, who was appointed as a director on 15 September 2011, will retire at the Annual General Meeting on 26 October 2011.

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

Agenda Item 3(b) - Election of Mr Walsh

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 Directors' appointment or three years, whichever is longer.

In accordance with these provisions, each of Mr David Walsh and Mr Geoffrey Webb will retire at the Annual General Meeting on 26 October 2011.

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

Mr Webb does not offer himself for re-election.

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

Recommendations

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

MICHAEL E. BARTLETT, M.A.(Cambridge), B.A. (Melbourne), Dip Ed, MAICD - Non-Executive Director.

Appointed as a Director on 15 September 2011. Non-Executive Director. A member of the Review and Audit Committees.

Michael Bartlett is Head of Sales of S G Hiscock & Co where he is responsible for marketing S G Hiscock & Co's Australian Equity Funds. His previous roles have included Executive Director of K2 Asset Management, Executive Director and Head of Institutional Equity Sales of Morgan Stanley Asia

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in Singapore, Vice President, Institutional Sales of Morgan Stanley Asia in Hong Kong, Assistant Director, Institutional Equity Sales of Hoare Govett Asia Ltd in Hong Kong, and Associate, Corporate Finance and Corporate Restructuring of Morgan Stanley & Co in New York. He is a Director of Opera Australia Capital Fund Ltd and a Director and Council Member of Melbourne Grammar School.

DAVID A. WALSH, LLB – Non-Executive Chairman

Appointed as a Director in August 1998. Appointed Chairman in September 1999. Non-Executive Director of the Company. Chairman of the Review Committee. Chairman of Macquarie Atlas Roads Ltd. Non-Executive Director of Macquarie Atlas Roads International Ltd. Former partner of Mallesons Stephen Jaques, Solicitors, Melbourne. Previous roles have included a Director of Malcolm Moore Industries Ltd, Asia Pacific Specialty Chemicals Ltd, Dyno Nobel Ltd and PaperlinX Ltd.

During the past three years Mr. Walsh has also served as a Director of the following other listed company:

- Intoll Management Ltd* (previously Macquarie Infrastructure Investment Management Ltd), the responsible entity for Intoll Group (previously Macquarie Infrastructure Group) (appointed March 2004 – resigned December 2010)

Agenda Item 4: Appointment of Auditor

Following a tender of the external audit services in which a number of accounting firms were invited to tender their services, including the incumbent auditor Ernst & Young, the Board has selected PricewaterhouseCoopers (“PwC”) as the recommended auditor of the Company. Under the Corporations Act, members must approve the appointment of a new auditor.

Ernst & Young 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 26 October 2011, being the date of this Annual General Meeting, and the day on which ASIC gives its consent. PwC has provided its consent to act as auditor of the Company. In accordance with the requirements of the Corporations Act, written notice nominating PwC as auditor has been given to the Company by a shareholder, Mr Mihai Avram. A copy of the notice of nomination of PwC as auditor is attached to the Notice of Meeting.

Recommendation

The Board unanimously recommends that shareholders vote in favour of Agenda Item 4.

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 24 October 2011 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.

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 proxy can be either 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 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 48 hours before the commencement of the meeting.

ORDINARY BUSINESS - EXPLANATORY NOTES

Agenda Item 1: Reports

As required by sections 250R and 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.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

The auditor is required to attend the meeting and will be available to take shareholders' questions and comments about the conduct of the audit and the content of the auditor's report. Shareholders may submit written questions to the auditor on these matters for response at the meeting. These questions should be sent to the Company by mail to Level 25, 360 Collins Street, Melbourne 3000 and must be submitted no later than five business days before the meeting. The Company is required by law to forward all questions to the auditor, from which the auditor is required to prepare a list of questions that the auditor considers are relevant to the conduct of the audit and the content of the auditor's report. The auditor may omit questions that are the same in substance to other questions or that are not received in a timely manner.

At the meeting, the Chairman will give the auditor a reasonable opportunity to answer any questions on the question list. The list of questions prepared by the auditor will be available on the Company's website www.tggf.com.au prior to the meeting. In addition, copies of the list of questions will be available at the meeting.

The auditor will also be available to take shareholders' questions at the meeting regarding accounting policies adopted by the Company in relation to the preparation of the financial statements, the preparation of the auditor's report and the independence of the auditor in relation to the conduct of the audit.

Agenda Item 2: Remuneration Report

The Remuneration Report is set out on pages 28 to 30 of the Company's Annual Report for the year ended 30 June 2011. 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 Executive.
- Makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Executives, including Executive Directors.
- Explains that benefits under the former retirement benefit plan for Non-Executive Directors are frozen.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Voting restrictions

A vote must not be cast (in any capacity) on Agenda Item 2 (Remuneration Report) by or on behalf of the Company group's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report ("KMP") or their closely related parties, whether as a shareholder or as a proxy.

Notice of Nomination of Auditor

16 September 2011

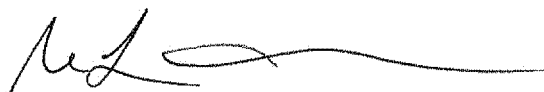


Mr. Martin Warwick
Company Secretary
Templeton Global Growth Fund Ltd
Level 25
360 Collins Street
Melbourne VIC 3000

Dear Sir,

In accordance with the provisions of section 328B(1) of the Corporations Act, I Mihai Avram, being a member of Templeton Global Growth Fund Ltd, hereby nominate PricewaterhouseCoopers for appointment as auditor of the Company at the next Annual General Meeting of the Company to be held on 26 October 2011.

Yours faithfully,



Mihai Avram

