TEMPLETON GLOBAL GROWTH FUND LTD

ANNUAL REPORT 2011

ABN 44 006 558 149

MISSION STATEMENT

Templeton Global Growth Fund Ltd. ("TGG") was established to provide Australian residents with a well managed and cost effective investment vehicle through which they could gain access to world equity markets.

TGG delegates certain of its investment management functions to Franklin Templeton Investments Australia Ltd, a member of the Franklin Templeton group ("FT") and relies upon the integrity and professional competence of that organization for the prudent and successful management of the Company's global investment portfolio. FT has a long established record of investing in global equity markets.

The primary objective of TGG is to increase shareholders' total returns through the achievement of superior investment performance.

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Templeton Global
Growth Fund Ltd. ABN 44 006 558 149

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CHAIRMAN'S MESSAGE

2011 FISCAL YEAR RESULTS AND PERFORMANCE

Net tangible asset ("NTA") backing per share was $0.94 at 30 June 2011, unchanged from 30 June 2010, but after paying dividends totalling 3 cents per share in December 2010.

Details of the profit and other income for the year are contained in the Income Statement and Statement of Comprehensive Income set out at pages 33 and 34 of the 2011 Annual Report.

Overall, the investment portfolio returned 3.8% for the year, compared with 3.2% for the MSCI All Country World Index. The return of 3.8% primarily reflected improvement in the market value of unrealised investments, tempered by the negative impact of strengthening of the Australian Dollar against other currencies.

The Investment Managers Report at pages 3 to 10 of the 2011 Annual Report provides more information concerning the investment portfolio and its performance during the year.

DIVIDENDS

On 20 September 2011 TGG will pay a final dividend of 2.0 cents per share fully franked for the 2011 fiscal year.

On 15 December 2010 dividends totalling 3 cents per share fully franked were paid, in line with the guidance given in my 2010 Chairman's message to shareholders.

I regret that it is not possible at this time to give any guidance as to future dividends. In principle the directors would intend to pay future dividends if and as sufficient profits are generated and available to permit reasonable and prudent distributions to be made. In the present market climate, there is no certainty about whether or when such profits may be achieved.

Should the Commonwealth government amend the Corporations Law to clarify that dividends can be paid otherwise than from profits, the directors will revisit the issue of whether any future dividend guidance can then be appropriately given. But there is no evidence that clarification is a policy priority for the government.

SUBSEQUENT EVENTS AND OUTLOOK

Over the period since the start of the 2012 fiscal year global equity markets have been characterised by turbulence and volatility, and have sustained substantial falls, typically between 10% and 15%. The MSCI All Country World Index has lost 11.5% in AUD terms.

On 5 August 2011 the Standard & Poors rating agency downgraded US government debt and a major sell off in global markets occurred on the following Monday.

The outlook for recovery of the US economy, which had been widely predicted to rebound in the half year to 31 December 2011, has deteriorated markedly, escalating fears of a double dip recession.

Negative sentiment and uncertainty have taken hold in Europe, fuelled by weak EU macroeconomics, persisting sovereign debt issues and scepticism about EU bureaucracies' ability to address issues effectively.

The contagion has spread to emerging markets, added to by rising inflation in China and fear that policy measures taken to curb it may lead to a "hard landing" for the Chinese economy.

The Australian market has not been immune. On 5 August 2011 the S&P/ASX200 Index suffered its biggest one day drop in 2.5 years and today it stands at 4188, which is down 9.1% from 4608 at 30 June 2011. Australian corporate reporting and other economic data is evidencing a two speed economy which, outside the mining sector, is weak and fragile.

It is perhaps timely, in this situation, to remind shareholders that TGG's core business purpose and investment objective is to provide a facility, listed on the ASX, that conveniently enables Australian investors to diversify risk and achieve strategic balance in their investment allocations, through unhedged exposure to a soundly managed portfolio of global equities.

In recent years, for Australian investors, offshore equities have performed relatively poorly, in comparison with Australian domestic equities, during the period that the local market was running hot.

But in the present economic climate, suitable exposure to offshore equities may be an important component of a desirably diversified and balanced investment portfolio.

Investment in TGG shares, listed on the ASX, offers such exposure to a spread of international equities managed by the highly regarded Templeton Global Equity Group at a share price that currently (at around $0.65) is a 22% discount to the August 2011 NTA of $0.84.

D. A. WALSH
Chairman

Melbourne
9 September 2011

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2011 INVESTMENT MANAGER'S REPORT

Although global equities posted modest gains throughout the fiscal year, 2011 was nonetheless characterised by considerable anxiety and significant bouts of volatility. The same macroeconomic issues that concerned markets in 2010, namely the state of sovereign finances in the developed world and the ensuing sustainability of the global economic recovery, remained prominent throughout the year and overshadowed what was generally considered a solid corporate earnings season.

In terms of relative performance, Templeton Global Growth Fund Ltd ("TGG") posted a 3.8% return for the year fractionally ahead of the 3.2% return for the MSCI All Country World Free Index ("Index").

PERFORMANCE SUMMARY TO 30 JUNE 2011 - $A

	Latest 6 Mths %	Latest 12 Mths %	Latest 3 Yrs* %	Latest 5 Yrs* %	Latest 10 Yrs* %	Since Inception* %
TGG ^	3.1	3.8	-2.8	-5.6	-2.6	5.9
MSCI All Country World Free Index	0.5	3.2	-2.2	-3.6	-2.3	5.0#

	1 yr to 30/6/11 %	1 yr to 30/6/10 %	1 yr to 30/6/09 %	1 yr to 30/6/08 %	1 yr to 30/6/07 %
TGG ^	3.8	2.3	-13.5	-26.6	11.5
MSCI All Country World Free Index	3.2	7.5	-15.6	-19.4	10.3

^ Returns are based on movements in the Company's net assets per share (after deducting investment management fees), before all taxes, with dividends reinvested and adjusted for share issues and share buy-backs.

* Annualised

Since inception Index uses MSCI World as MSCI AC World was not in existence at TGG's inception

Shareholders should note that past performance is not necessarily an indicator of future performance

2011 IN REVIEW

Regional Returns

Macroeconomic factors, in the form of ongoing unease about sovereign debt and budget deficits, continued to weigh on global markets during fiscal year 2011.
As was the case in 2010, the uncertainty continued to be most pronounced in the Euro-zone region and especially Greece, where investors' concerns focused on the government's ability to refinance its debts. Additionally, global markets were further shocked by a succession of geopolitical crises throughout Africa and the Middle East and a tragic earthquake in Japan.

Major Region Returns (yr to 30 June 2011)	Index (%)	TGG (%)
North America	3.61	3.39
Europe	8.08	7.64
Asia	(5.48)	(1.44)

Despite these headwinds, however, earnings remained resilient and the performance of a number of companies within TGG's portfolio was quite encouraging, especially within the Euro-zone. For example, TGG's French stocks rose by 11%, while German, Dutch and Spanish holdings rose by 19%, 8% and 14% respectively, all measured in $A. On a company specific level BMW posted the best contribution to relative returns with a share price gain of 64% over the period driven by solid profit results underpinned by sales in China.

Sector Returns

The strongest sector return came from energy. The portfolio's holdings performed particularly well, with SBM Offshore, Baker Hughes and BP benefiting from higher oil prices and improving contract and production momentum.

Sector Returns (yr to 30 June 2011)	Index (%)	TGG (%)
Consumer Discretionary	10.2	11.0
Consumer Staples	1.3	(3.1)
Energy	13.5	17.7
Financials	(4.1)	0.4
Healthcare	1.5	5.0
Industrials	7.8	4.6
Information Technology	(2.1)	(0.0)
Materials	11.3	(1.2)
Telecommunications	4.2	0.1
Utilities	(6.9)	2.8

On a relative basis, the financials, utilities and healthcare holdings outperformed the relevant sectors within the Index. In financials, the returns were primarily driven by the portfolio's overweight exposure to European insurance companies, namely AXA, Swiss Reinsurance and Aviva while the portfolio's outperformance in utilities was attributed to solid stock selection within the Euro-zone region. Strong corporate profit results and positive drug trial announcements from some of the healthcare holdings, especially Biogen and Watson Pharmaceuticals, outperformed in an otherwise muted sector.

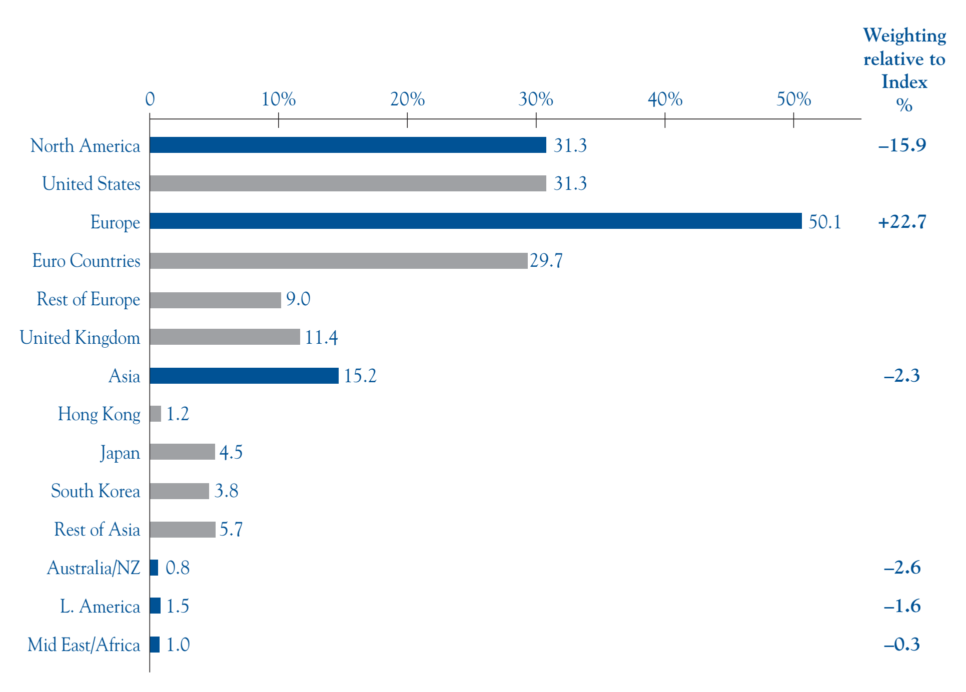
By contrast, performance in telecoms was slightly disappointing with TGG's direct emerging market holdings in Turkcell and Mobinil posting sizable declines. The portfolio's underweight exposure and poor stock selection within the materials sector also detracted from returns.

2011
INVESTMENT MANAGER'S REPORT
CONTINUED

Portfolio Strategy

In the current environment of ongoing pessimism around sovereign finances we continue to find value potential in European domiciled stocks. As previously mentioned, while concerns about budget deficits may be justified in the periphery of the region, namely Greece, Portugal and Ireland, we remain of the view that they are exaggerated for the Euro area as a whole.

PORTFOLIO GEOGRAPHIC WEIGHTINGS
AS AT 30 JUNE 2011

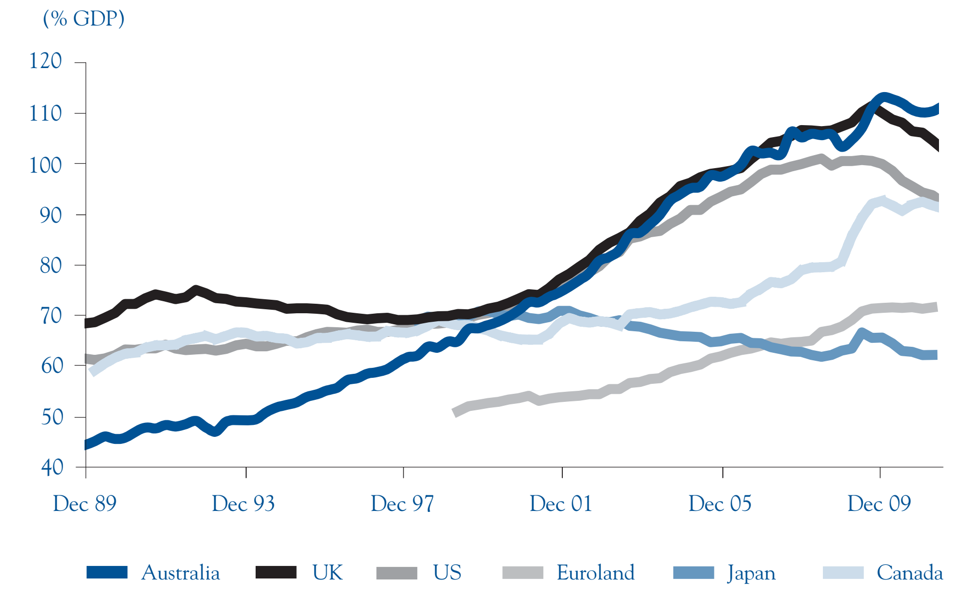


For starters the Euro-zone in aggregate continues to be noticeably better positioned in terms of net government debt and structural budget deficits than the US, UK and Japan. The authorities have been reluctant to act quickly to assist Greece, so as to ensure that pressure remains on the governments of Greece, Ireland and Portugal to adhere to austerity measures and complete necessary reforms. However, as the crisis has moved closer to the core countries in the region they have been faster to act with further tightening measures put in place in both Italy and Spain, and the ECB taking the step of intervening to purchase Spanish and Italian government bonds.

2011 INVESTMENT MANAGER'S REPORT CONTINUED

Apart from stabilising sovereign debt burdens, a period of deleveraging in the household sector needs to unfold for a more sustainable economic recovery to occur, one characterised by a lower level of debt and more subdued growth. In this context, and notwithstanding some divergent patterns from one Euro-zone country to the next, with only 70% of GDP in household sector debt, consumers in the Euro-zone continue to be in better shape than their US, UK or Australian counterparts.

HOUSEHOLD SECTOR DEBT



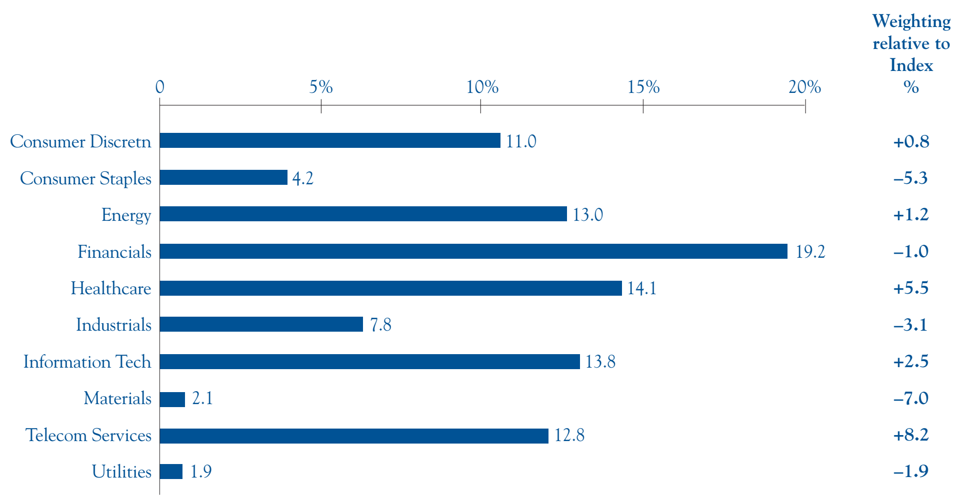
Having laid out the case that we think the Euro-zone should be more resilient than the current market view, it should be noted that when considering the domicile of any company, it may not necessarily reflect the breakdown of the sources of the revenues of that particular company. The chart below highlights the revenue exposure to each region, as a proxy for underlying value of the aggregation of TGG's holdings. This is an approximation, as company disclosures do not provide the correct detail necessary to produce the data, but hopefully serves to highlight that the overall portfolio has a more broadly diversified revenue exposure than might be expected judging from the traditional portfolio geographic weightings breakdown. For example, although the TGG portfolio has a nominal exposure by domicile to Europe of 50.1% (as shown in the table above), the effective exposure by revenue is 35.4%, broadly in keeping with Europe's 32.6% share of Global GDP. Further, except for Japan, the exposure by revenue broadly matches the share of Global GDP of each region.

	TGG Portfolio Holding		
	Weights	Source of Revenues	Global GDP
Europe	50.1%	35.4%	32.6%
North America	31.3%	32.9%	30.4%
Japan	4.5%	3.7%	10.3%
Australasia	0.8%	1.6%	1.6%
Rest of World	13.3%	26.4%	25.1%

This breadth of exposure at least partly explains why the portfolio's European holdings have been able to maintain their EPS outlook for 2011 over the last couple of years, in the face of some decidedly mixed economic news. While it would be preferable to report significant upwards earnings revisions, in aggregate we are reassured that, broadly speaking, the companies we have purchased are delivering solid operating results.

Given the muted economic outlook we believe the appropriate strategy is for the portfolio to remain tilted towards the defensive sectors particularly through healthcare and telecoms. In healthcare, we continue to find companies with sustainable franchises that assign little or no value to their pipeline potential, with growth opportunities from both developing markets with a burgeoning middle class and aging populations across the globe. Likewise, we see value opportunities in the telecommunications sector driven by the low starting point of the valuation and the resilience of the business model, combined with organic growth from emerging markets.

PORTFOLIO SECTOR WEIGHTINGS
AS AT 30 JUNE 2011



The opportunity to increase our exposure to selected stocks in the financials sector has been provided by the recent bout of financial instability. More specifically, we have increased our exposure to certain high-quality European banks and insurance companies that have recapitalised their balance sheets and realigned their business models to better focus on their core defensible areas of profitability.

From a sector viewpoint, the geographic breakdown of companies within each sector is shown below, and vice versa.

Portfolio Weightings	Asia	Europe	North America	Other	Total
Consumer Discretionary	2.4%	3.5%	3.9%	1.2%	**11.0%**
Consumer Staples	–	3.1%	1.0%	–	**4.2%**
Energy	–	8.9%	3.3%	0.8%	**13.0%**
Financials	3.9%	10.6%	4.8%	–	**19.2%**
Healthcare	–	6.5%	7.6%	–	**14.1%**
Industrials	1.0%	5.0%	1.9%	–	**7.8%**
Information Technology	3.7%	1.2%	8.9%	–	**13.8%**
Materials	0.4%	1.0%	0.7%	–	**2.1%**
Telecom Services	3.8%	8.4%	0.6%	–	**12.8%**
Utilities	–	1.9%	–	–	**1.9%**
Total	**15.2%**	**50.1%**	**31.3%**	**3.4%**	**100.0%**

OUTLOOK

The concerns currently facing markets are serious ones, but with the recent sell-off equity prices are again discounting a lot of bad news. Corporate balance sheets are in good shape and corporate earnings remain strong. Based on current expectations, as of 30 June, the average stock in TGG's portfolio is estimated to be trading on a P/E of slightly less than 10 times 2011 earnings. The market decline since 30 June would imply a lower multiple today. We are also encouraged by increasing dividends and share buybacks at many of the companies in which TGG is invested.

TOP 15 PORTFOLIO HOLDINGS AS AT 30 JUNE 2011

Security	Sector	Country	% of portfolio
Microsoft	Information Technology	United States	2.2
Royal Dutch Shell	Energy	United Kingdom	2.0
Sanofi-Aventis	Healthcare	France	1.9
Vodafone	Telecommunication Services	United Kingdom	1.8
Total	Energy	France	1.8
Amgen	Healthcare	United States	1.8
Samsung Electronics	Information Technology	South Korea	1.7
Telefonica	Telecommunication Services	Spain	1.7
Singapore Telecommunications	Telecommunication Services	Singapore	1.7
Pfizer	Healthcare	United States	1.7
France Telecom	Telecommunication Services	France	1.7
Telenor	Telecommunication Services	Norway	1.6
American Express	Financials	United States	1.6
ING Groep	Financials	Netherlands	1.6
GlaxoSmithKline	Healthcare	United Kingdom	1.6
			26.4

INDICATIVE PORTFOLIO CHARACTERISTICS
TGG VS MSCI AC WORLD FREE INDEX AS AT 30 JUNE 2011

Historic Valuation Measures		
Weighted Avg – Stocks Held	TGG	MSCI AC World
Price to 2010 Earnings (times)	12.8	13.9
Price to Cash Flow (times)	6.0	7.6
Price to Book Value (times)	1.5	1.8
Dividend Yield (%)	3.2	2.5
Market Capitalisation ($Aust m.)	57,615	53,884

FIVE YEAR SUMMARY

AS AT 30 JUNE

		2011	2010	2009	2008	2007
SECTOR WEIGHTINGS (%)						
Consumer Discretionary		11.0	14.8	14.3	16.4	15.5
Consumer Staples		4.2	5.4	4.1	2.9	1.9
Energy		13.0	11.7	12.2	10.2	7.6
Financials		19.2	15.3	15.4 1	9.9	27.7
Healthcare		14.1	13.8	14.7	11.3	11.1
Industrials		7.8	7.0	6.1	8.1	10.2
Information Technology		13.8	13.6	13.7	12.0	8.5
Materials		2.1	1.9	2.8	2.4	2.5
Telecommunication Services		12.8	14.5	15.4	15.8	13.4
Utilities		1.9	2.1	1.5	1.0	1.5
GEOGRAPHIC WEIGHTINGS (%)						
North America		31.3	31.4	29.8	29.0	31.4
Europe – ex UK		38.7	38.0	37.1	34.0	35.0
UK		11.4	11.4	13.1	17.1	16.4
Asia – ex Japan		10.7	9.8	9.9	10.1	8.5
Japan		4.5	4.5	4.8	7.0	6.0
Australia/NZ		0.8	0.0	0.0	0.0	0.0
L. America/Caribbean		1.5	1.6	1.5	0.0	0.0
Mid-East/Africa		1.0	3.3	3.9	2.9	2.8
FUNDAMENTAL CHARACTERISTICS						
Price to Earnings	TGG	12.8x	12.8x	10.4x	10.2x	14.4x
	MSCI AC	13.9x	14.1x	16.8x	14.3x	16.9x
Price to Book	TGG	1.5x	1.4x	1.4x	1.6x	2.2x
	MSCI AC	1.8x	1.7x	1.7x	2.1x	2.7x
Price to Cash Flow	TGG	6.0x	6.3x	4.4x	5.3x	7.5x
	MSCI AC	7.6x	7.1x	7.6x	9.2x	11.2x
Dividend Yield	TGG	3.2%	2.2%	3.5%	4.1%	2.8%
	MSCI AC	2.5%	1.6%	3.0%	2.8%	2.1%
YEAR TO 30 JUNE PERFORMANCE						
	TGG	3.8%	2.3%	-13.5%	-26.6%	11.5%
	MSCI AC	3.2%	7.5%	-15.6%	-19.4%	10.3%
MARKET CAP (A$M)						
	TGG	57,615	59,614	67,873	76,792	99,406
	MSCI AC	53,884	56,809	59,114	68,527	81,680

Peter M Wilmshurst CFA
Portfolio Manager
23 August 2011

FRANKLIN TEMPLETON INVESTMENTS

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Australia Limited ABN 87 006 972 247

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TEMPLETON INVESTMENT APPROACH

Templeton's long term record of investment management performance is achieved by adherence to its time tested investment philosophy and process.

The Templeton equity investment approach focuses on long term capital growth from a globally diversified portfolio of investment securities. Securities are selected for their potential earning power over the longer term which is significant.

Templeton adopts a 'buy and hold' investment philosophy, whereby securities are typically held for five years or more. This approach recognises that it takes patience and discipline to wait for investor interest to return to securities that were once out of favour.

Templeton are value investors which focuses on securities that are considered to be underpriced relative to their future earning potential. Undervalued equity securities are identified using a rigorous bottom up approach which focuses on a company's intrinsic strengths and weaknesses.

Templeton's investment portfolio is structured in a manner which provides for prudent diversification. Although common equity stock are our primary form of investment, we seek opportunities in all forms of securities that are available in an open market.

There are no geographic limits on the allocation of the portfolio.

Templeton does not presently consider it appropriate to enter into any hedging transaction to protect the Australian dollar value of the portfolio against the decline arising from currency value fluctuations.

In summary, the Templeton investment approach is founded on three underlying tenets:

VALUE

Investment in undervalued securities with a focus on a stocks potential earning power of the long term.

PATIENCE

Long term appreciation with a low turnover of the portfolio.

BOTTOM-UP

Value can be identified through rigorous fundamental, bottom-up analysis.

The differentiating characteristics of the Templeton style of investing are:

- Original research
- Global industry research focus
- Long term investment horizon
- Adherence to time-tested investment philosophy and process
- Long-term record of superior performance

Overseas investments are not hedged.

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CORPORATE GOVERNANCE STATEMENT

CORE BUSINESS AND INVESTMENT STRATEGY

The core business and investment strategy of the Company is to provide a vehicle through which Australian investors can gain access to global equity markets on a cost efficient basis by investing in an Australian listed company.

The Company seeks long term appreciation from a globally diversified portfolio, consisting primarily of international securities. The portfolio is managed in accordance with the investment philosophy of the Templeton Global Equities Group, which forms part of the Franklin Templeton group, a large U.S. based investment management organisation.

The Investment Manager of the Company's investment portfolio is Franklin Templeton Investments Australia Ltd ("FTIA") and its management of the portfolio is conducted pursuant to a formal investment management agreement with the Company which defines FTIA's responsibilities as the Investment Manager.

Day to day management of the portfolio is carried out by FTIA's resident portfolio manager (currently Mr Peter Wilmshurst) who has access to and consults on a daily basis with the global investment analysis and research resources of the Templeton Global Equities Group.

The Templeton Global Equities Group does not hedge the currency exposure of the investment portfolios that it manages. Consistently, the policy of the Company is not to hedge the underlying currencies of its portfolio of investments.

THE BOARD AND BOARD FUNCTIONS

The Board of Directors has overall responsibility to the shareholders for furtherance of the Company's core business and investment strategy together with its corporate governance. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical obligations. In addition, the Board is responsible for identifying areas of significant risk and ensuring arrangements are in place to adequately manage those risks.

The table below summaries the Company's compliance with the ASX Corporate Governance Council's recommendations.

CORPORATE GOVERNANCE STATEMENT CONTINUED

	Recommendation	Comply Yes / No	Reference / Explanation
1.1	Formalise and disclose the functions reserved to the Board and those delegated to management.	Yes	Website
2.1	A majority of the Board should be independent directors.	No	Page 15
2.2	The chairperson should be an independent director.	Yes	Page 15
2.3	The roles of the Chairperson and chief executive should not be exercised by the same individual.	Yes	Page 18
2.4	The Board should establish a nomination committee.	No	Page 16
3.1	Establish a code of conduct to guide the directors, the chief executive officer (or equivalent), the chief financial officer (or equivalent) and any other key executives as to: • The practices necessary to maintain confidence in the Company's integrity. • The responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	Yes	Website
3.2	Disclose the policy concerning trading in Company securities by directors, officers and employees.	Yes	Page 18 and website
4.1	Require the chief executive officer (or equivalent) and the chief financial officer (or equivalent) to state in writing to the Board that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards.	Yes	Page 19
4.2	The Board should establish an audit committee.	Yes	Page 16
4.3	Structure the audit committee so that it consists of: • Only non-executive directors; • A majority of independent directors; • An independent chairperson, who is not chairperson of the Board; • At least three members.	Yes	Page 16
4.4	The audit committee should have a formal charter.	Yes	Page 16 and website
5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance.	Yes	Website

CORPORATE GOVERNANCE STATEMENT CONTINUED

	Recommendation	Comply Yes / No	Reference / Explanation
6.1	Design and disclose communications strategy to promote effective communication with shareholders and encourage effective participation at general meetings	Yes	Page 20 and website
6.2	Request the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.	Yes	Page 19
7.1	The Board or appropriate Board committee should establish policies on risk oversight and management.	Yes	Page 19 and website
7.2	The chief executive officer (or equivalent) and the chief financial officer (or equivalent) should state to the Board in writing that: • The statement given in accordance with best practice recommendation 4.1 (the integrity of financial statements) is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board. • The Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.	Yes	Page 19
8.1	Disclose the process for performance evaluation of the Board, its committees and individual directors, and key executives.	Yes	Page 17
9.1	Provide disclosure in relation to the Company's remuneration policies to enable investors to understand (i) the costs and benefits of those policies and (ii) the link between remuneration paid to directors and key executives and corporate performance.	Yes	Page 18
9.2	The Board should establish a remuneration committee.	No	Page 16
9.3	Clearly distinguish the structure of non-executive directors' remuneration from that of executives.	Yes	Page 18
9.4	Ensure that payment of equity-based executive remuneration is made in accordance with thresholds set in plans approved by shareholders.	Yes	Page 18
10.1	Establish and disclose a code of conduct to guide compliance with legal and other obligations to legitimate stakeholders.	Yes	Website

CORPORATE GOVERNANCE STATEMENT CONTINUED

The Company's corporate governance practices were in place throughout the year ended 30 June 2011.

Various corporate governance practices are discussed within this statement. For further information on the corporate governance policies adopted by the Company, refer to the Company's website www.tggf.com.au.

Structure of the Board

At the date of this report and at all times during the year ended 30 June 2011, the composition of the Board was six directors of whom three, including the Chairman, were independent.

The composition of the Board is reviewed on an ongoing basis to ensure that the Board has an appropriate balance of expertise and experience. When a vacancy arises or where the Board considers that it would benefit from the services and skills of a new Director, the Board considers potential candidates with appropriate expertise and experience and makes what it considers to be the most appropriate appointment.

Having regard to the nature of the Company's operations and the fact that responsibility for management of the Company's investment portfolio is delegated to Franklin Templeton Investments Australia Ltd ("FTIA") as Investment Manager, it is the policy of the Board that the Directors should include representatives of the Franklin Templeton group and persons who are independent non-executive Directors.

The Directors in office at the date of this statement and at any time during the year ended 30 June 2011 were:

- D A Walsh (Chairman)
- G N Webb (Deputy Chairman)
- J F Harvey
- J A Killen
- G E McGowan
- J Johnson

Details of the relevant skills and experience, and the term of office, of each of the Directors are set out in the Directors' Report.

Messrs Harvey, Killen, and Walsh are independent non-executive Directors.

Mr. McGowan and Ms. Johnson are or were non-executive Directors who are or were senior officers of Franklin Templeton group and are not independent.

Mr. Webb retired from office as an executive Director on 30 June 2005, he remains on the Board as a non-executive Director and as Deputy Chairman.

It is important for the Board to be of a size and composition that is conducive to efficient operation and effective decision making and the current composition of the Board is considered to be appropriate and efficient for the Company at the present time.

Assessing the Independence of Directors

The Board's criterion for determining the independence of a Director is whether the Director is independent of management and free from any business or other relationship that could materially interfere with (or could reasonably be perceived to materially interfere with) the exercise of unfettered and independent judgment.

In determining whether this criterion is satisfied, the Board has regard to threshold tests to assess whether there are matters that may require consideration in relation to a Director's ability to exercise unfettered and independent judgment.

However, the threshold tests are not conclusive. The Board may determine that a Director is independent, notwithstanding that the threshold tests are not all met. Conversely, there may be circumstances in which a Director will be considered to be not independent, though the threshold tests are all met.

In considering independence, the Board distinguishes between a relationship that may occasionally give rise to a particular discrete conflict of interest that can be addressed by appropriate conflict of interest procedures, and a relationship that may more generally impair the Director's objectivity and independence of mind.

Each Director is required to keep the Board fully informed of new developments or circumstances that may be relevant to the Director's independence.

BOARD COMMITTEES

The Board has established the following two committees to assist in carrying out the Boards responsibilities:

- Audit Committee;
- Review Committee.

Each of these committees has a formal charter setting out the committee's role and responsibilities, composition, structure and membership requirements.

The committees operate principally in a review or advisory capacity except where powers are expressly conferred on or delegated to a committee by the Board.

Because of the relatively small size of the Company and the nature of the Company's operations, the Board has not created a nominations committee or a remuneration committee.

The Board itself retains and exercises responsibility for the selection and appointment of new Directors.

The Review Committee's functions include reviewing and making recommendations to the Board on matters concerning executive remuneration, about the recruitment, retention and termination procedures and policies for executive officers, and on the remuneration framework for Directors.

Audit Committee

At all times during the year ended 30 June 2011, and since that date, the members of the Audit Committee were Messrs. Killen (Chairman), Harvey, and Webb. The Chairman of the Audit Committee is not the Chairman of the Board. All members of the Audit Committee are able to read and understand financial statements.

Mr Harvey is a Chartered Accountant with substantial financial expertise; Mr Killen has extensive experience and understanding of investment management.

The relevant qualifications and background of Messrs Killen, Harvey and Webb are summarised in the Directors' Report.

The Audit Committee's role and responsibilities, under its charter, include:

- oversight of the reliability and integrity of the Company's accounting policies and financial reporting and disclosure practices;
- advising the Board on the Company's financial reporting, due diligence, financial systems integrity and business risks;
- establishment and maintenance of review processes relating to the performance of the Investment Manager and Custodian;

- reviewing and monitoring the results of the external audit and risk management procedures;
- reviewing the effectiveness of the Company's internal compliance and control procedures;
- reviewing the external auditor's qualifications and independence;
- reviewing the performance of the external auditor;
- assessment of whether the Company's external reporting is consistent with committee members' information and knowledge and is adequate for shareholder needs;
- ensuring proper procedures for the selection, appointment or removal of the external auditor and rotation of the external audit engagement partner.

The Audit Committee meets as often as required to carry out its functions and in any event at least four times per year.

For details on the number of meetings of the Audit Committee held during the year and the attendees at those meetings, refer to the Directors' Report.

The Audit Committee's charter is posted on the Company's website.

Review Committee

At the date of this statement and at all times during the year ended 30 June 2011 the members of the Review Committee were Messrs Walsh (Chairman), Harvey, Killen, and Webb.

Under its charter, the Review Committee's role and responsibilities are:

- to receive and review monthly management accounts that are prepared between Board meetings;
- to receive and review between Board meetings, reports from the Investment Manager on performance of the Company's investment portfolio;
- to consider and discuss with the portfolio manager between Board meetings, the valuation, composition and performance of the Company's investment portfolio;
- to discuss with management and provide guidance to management on issues arising between Board meetings;
- to review executive remuneration, recruitment, retention and termination procedures and protection for executive officers, and the remuneration framework for Directors;
- to consider all other issues referred to the Committee by the Board;
- to make recommendations to the Board on matters which are the subject of the Committee's deliberations.

The Review Committee meets as often as required to carry out its role and responsibilities.

For details on the number of meetings of the Review Committee held during the year and the attendees at those meetings, refer to the Directors' Report.

The Review Committee's Charter is posted on the Company's website.

PERFORMANCE REVIEW

The Board periodically reviews and evaluates its own performance and the individual performance of each Director, including the Chairman.

The general management and oversight of the evaluation process, including identification and formulation of appropriate performance assessment issues and criteria is the responsibility of the Chairman. Primarily, the review is carried out through consultation by the Chairman with each of the other Directors.

Having regard to the nature of the Company's operations and the Board's composition, the Board believes this approach to performance evaluation is more useful than seeking to apply predetermined measurable performance indicators or engaging an external facilitator.

The performance of the General Manager is reviewed periodically. The review is conducted with the General Manager by the Chairman in conjunction with the Chairman of the Audit Committee. The outcomes of the review are reported to the full Board.

REMUNERATION

The remuneration arrangements for Directors and executives are determined by the Board. Further details are set out in the Remuneration Report which is included in the Directors' Report.

MANAGEMENT

Subject to the oversight and supervision of the Board, and within the corporate governance framework established by the Board, responsibility for management of the business and affairs of the Company is delegated to the Chief Executive Officer ("CEO").

Management of the Company's investment portfolio is delegated to the Investment Manager.

The custodian of the Company's investments, appointed by the Board, is JPMorgan Chase ("Custodian").

The CEO's responsibilities include:

- Overviewing management of the investment portfolio by the Investment Manager, and day to day interaction with the Investment Manager in relation to its functions;
- Overviewing the Custodian's performance of its functions and day to day interaction with the Custodian in relation to those functions; and
- Reporting to the Board on those matters.

The CEO is Mr. Martin Warwick.

Mr. Warwick is not a Director of the Company.

SHARE TRADING POLICY

The Board has adopted a Share Trading Policy that sets out principles to be observed by the Company's Directors and officers in relation to buying, selling and dealing in the Company's shares.

The overriding principle is that Directors and officers cannot deal in the Company's shares at any time when they possess price sensitive information.

The Share Trading Policy also precludes Directors and officers from dealing in securities included in the Company's investment portfolio, at any time when they possess information that is price sensitive in relation to such securities or to the detriment of the Company's Investment Portfolio.

The Share Trading Policy is posted on the Company's website.

INTEGRITY OF FINANCIAL REPORTING

The Company has put in place a structure of review and authorisation designed to ensure the truthful and factual presentation of the Company's financial position.

The structure includes:

- the role and responsibilities that the Audit Committee is charged with undertaking and performing in accordance with the Audit Committee Charter;
- reservation to the full Board of approval of the Company's yearly and half yearly financial reports and other financial reporting; and
- external audit of the Company's yearly financial reports, external audit review of the Company's half yearly financial reports, and direct Board and Audit Committee access to the external auditor, whenever required (including in the absence of management).
- requesting the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.
- PricewaterhouseCoopers ("PwC") audits the Custodian as to the existence and valuation of the Company's portfolio of investments.

The Audit Committee's role and responsibilities under its charter cover processes to ensure the independence and competence of the Company's external auditor including:

- evaluation of the qualifications, performance and independence of the lead audit partner and review partner;
- overseeing five yearly rotation of the lead audit partner and review partner; and
- deciding whether to retain or recommend termination of the appointment of the external auditor, including considering whether there should be rotation of the external audit firm itself.

Mr. Warwick in his capacity as both CEO and chief financial officer has stated in writing to the Board that the Company's financial reports for the year ended 30 June 2011 present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards.

RISK IDENTIFICATION AND MANAGEMENT

The Board is responsible for ensuring that there are suitable processes and controls to monitor, manage and mitigate material risks that could adversely impact upon the investment portfolio or other aspects of the Company's business.

The long-standing approach of the Company is not to hedge the underlying currencies of the portfolio of investments.

Implementation of risk management is overseen by the Board in conjunction with the Audit Committee and CEO.

The Board has engaged JPMorgan Chase, one of the world's leading financial institutions, as custodian of the Company's investments and to provide the data in relation to investments on which the Company's financial reporting is based. JPMorgan Chase is subject to external audit by PwC on a half yearly basis.

PwC provides audit assurance letters to the Company in relation to the assets of the Company under the control of the Custodian and the accuracy of the Custodian's reporting process.

The investment management process is outsourced to FTIA, a member of the Templeton Global Equities Group, which is part of the Franklin Templeton group.

The Company is subject to yearly and half yearly audits by its external auditor, Ernst & Young. In relation to each audit, the external auditor issues a closing report to the Board covering significant issues or recommendations arising from the audit.

A summary of the key elements of the Company's risk management processes is posted on the Company's website.

In his capacity as both CEO and Chief Financial Officer, Mr. Warwick has confirmed in writing to the Board:

- that the statement he has given to the Board on the integrity of the Company's financial reports for the year ended 30 June 2011 is founded on a sound system of management and internal compliance and control which implements the policies adopted by the Board
- The Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

DISCLOSURE POLICY

The Board has put in place mechanisms designed to ensure compliance with the ASX Listing Rules Disclosure Requirements and to ensure accountability at senior management level for that compliance.

A summary of the policies and processes that the Board has approved to guide the Company's compliance with the ASX Listing Rules Disclosure Requirements ("**Disclosure Compliance Summary**") is posted on the Company's website.

COMMUNICATION WITH SHAREHOLDERS

The Board aims to ensure that shareholders are informed of all major developments affecting the Company's business and affairs, and can participate actively and constructively at general meetings.

All relevant announcements made by the Company are placed on the Company's website after they are released to the ASX.

The principal policies comprised in the Company's corporate governance framework are also set out or summarised on the website.

CORPORATE GOVERNANCE COMPLIANCE

The Board believes that currently the Company is substantially in compliance with the ASX Principles and Recommendations. Where there are departures, the reasons are explained in this statement.

The governance framework will continue to be reviewed by the Board with the object of achieving at all times the highest standards of corporate governance and ethical corporate behaviour consistent with the nature and size of the Company's business.

CEO AND CFO CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer have provided a written statement to the Board that:

- Their view provided on the Company's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and
- That the Company's risk management and internal compliance and control system is operating effectively in all material respects.

FURTHER INFORMATION

For further information on the Company's corporate governance refer to the Company's website www.tggf.com.au.

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DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2011

The Directors of Templeton Global Growth Fund Ltd ("the Company") submit their report for the year ended 30 June 2011.

DIRECTORS

The names and details of the Company's Directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Names, qualifications, experience and special responsibilities

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 companies:

- 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)

GEOFFREY N. WEBB – Non-Executive Deputy Chairman

Appointed as a Director in January 1991. Executive Director of the Company until 30 June 2005 and since 1 July 2005 a Non-Executive Director of the Company. A former Executive Director of Franklin Templeton Investments Australia Limited. A member of the Review and Audit Committees. Previously a senior partner/director in several stockbroking firms. He was also heavily involved in the formation and listing of the Company.

JAMES A. (TONY) KILLEN, BA., FAIM, FAICD – Non-Executive Director

Appointed as a Director in March 2003. Non-executive Director of the Company. Member of the Review Committee. Member of the Audit Committee since his appointment as Director and Chairman of the Audit Committee since 1 July 2004. Chairman of Equity Trustees Limited. Former roles included Group Managing Director and Chief Executive Officer of Axa Asia Pacific Holdings Limited, Chairman of St Vincents and Mercy Private Hospital Ltd, St Vincents Hospital Melbourne Ltd, Caritas Christi Hospice Ltd and Prague House Ltd. Mr. Killen was also Chairman of Sisters of Charity Health Service Ltd and Sisters of Charity Healthcare Australia Ltd. He is Chairman of Sisters of Charity Community Care Ltd and CCI Investment Management Ltd and a Director of Catholic Church Insurances Ltd.

During the past three years. Mr. Killen has also served as a director of the following other listed companies:

- IRESS Market Technology Ltd (resigned May 2011)

GREGORY E. McGOWAN, JD – Non-Executive Director
Appointed as a Director in January 1999. Non-Executive Director of the Company. Director, Executive Vice President, and General Counsel of Templeton International Inc., Director of Franklin Templeton Investments Australia Limited.

JOHN F. HARVEY, LLB, B. Juris (Monash) Dip Grad Acc, FCA – Non-Executive Director
Appointed as a Director on 1 July 2004. Member of the Audit Committee. Director and Chairman of the Audit Committee of David Jones Ltd, Non-Executive Board member & Chairman of the Audit Committee of Australian Infrastructure Fund Ltd. Chairman of Fed Square Pty Ltd and APN Funds Management Ltd. Former roles included Partner and CEO of PricewaterhouseCoopers, Board member of PricewaterhouseCoopers worldwide firm, member of the Federal Board of Taxation, Chairman of the State Government Review of Business Taxation in Victoria (The Harvey Report), CEO of the Mt.Eliza Business School, and Board member of the Docklands Authority.

JENNIFER JOHNSON, BA (Economics) – Non-Executive Director
Appointed as a Director on 7 September 2007. Non-executive Director of the Company. Chief Operating Officer for Franklin Resources Inc. A member of The Board of Keynote Systems Inc.

COMPANY SECRETARY

MARTIN F. WARWICK, CA, MBA, ACIS, BSc
Appointed as a Secretary on 18 February 2004. Mr. Warwick has been a Chartered Accountant for over 16 years. Appointed General Manager of the Company on 1 July 2005.

INTEREST IN SHARES OF THE COMPANY:

As at the date of this report, the interests of the Directors in the shares of the Company were:

Director	Ordinary Shares
D A Walsh	62,500
G N Webb	343,974
J Johnson	–
J F Harvey	49,325
J A (Tony) Killen	166,600
G E McGowan	–

PROFIT PER SHARE

	Cents
Basic	1.0
Diluted	1.0

DIVIDENDS

	Cents	$
Final dividends recommended:		
• on ordinary shares	2.0	2,879,067
Dividends paid in the year		
Final for the 2010 year		
• on ordinary shares	2.0	2,887,271
Special		
• on ordinary shares	1.0	1,443,636
		4,330,907
Final for 2010 as recommended in the 2010 financial report		
• on ordinary shares	0.0	nil

CORPORATE INFORMATION

Corporate Structure

Templeton Global Growth Fund Ltd is a company limited by shares that is incorporated and domiciled in Australia.

Principal activities

The principal activity of the Company is to invest in securities, primarily equity securities, listed on the world's stock exchanges. The Company seeks long-term appreciation from a globally diversified portfolio of investments that is managed in accordance with the investment philosophy of the Templeton Global Equities Group (part of the Franklin Templeton group).

The Company has an Australian Financial Services licence (Licence No: 296874).

There has been no significant change in the nature of these activities during the year.

OPERATING AND FINANCIAL REVIEW

Overview

The Company was formed in 1987 and has operated continuously since its formation.

The Company maintains a portfolio of investments in companies listed on international stock exchanges. The Company may also invest in unlisted trusts where the Investment Manager and the Directors consider such investment in unlisted trusts provides a cost effective and efficient manner in which to access specific geographic or industry sectors.

As an investor in companies listed on international stock exchanges the Company is subject to general market sentiment towards investment in equities along with specific market sentiment towards the securities in which the Company invests. The Company's Investment Manager utilises an investment philosophy and process designed to identify undervalued securities in which to invest.

The Company does not currently hedge the underlying currencies of its portfolio of investments.

Performance Indicators

For the year ended 30 June 2011 the Company's portfolio of investments returned 3.78% compared to the MSCI All Countries World Index ("the Index") for the same period of 3.17%.

The following tables illustrate the performance of the Company's investment portfolio compared to the Index since inception.

Investment Performance % ($Aust.)

	Latest 6 Mths %	Latest 12 Mths %	Latest 3 Yrs* %	Latest 5 Yrs* %	Latest 10 Yrs* %	Since Inception* %
TGG ^	3.1	3.8	-2.8	-5.6	-2.6	5.9
MSCI AC World Index	0.5	3.2	-2.2	-3.6	-2.3	5.0#

^ Returns are based on movements in the Company's net assets per share (after deducting investment management fees), before all taxes, with dividends reinvested, adjusted for share issues and share buy-backs.
# Since inception Index uses MSCI World as AC World was not in existence at TGG's inception.
* Annualised

Yearly Investment Performance % ($Aust.) in each of the past five years.

Year to 30 June	2011	2010	2009	2008	2007
TGG^	3.8	2.3	-13.5	-26.6	11.5
MSCI AC World Index	3.2	7.5	-15.5	-19.4	10.3

^ Returns are based on movements in the Company's net assets per share (after deducting investment management fees), before all taxes, with dividends reinvested, adjusted for share issues and share buy-backs.

Operating Results for the Year

The net profit for the year after income tax was $1,394,412 compared with a net profit after tax of $2,676,650 in the previous corresponding year ("pcy"). During the financial year ended 30 June 2011, global equity markets continued a slight recovery but the Australian Dollar ("AUD") also continued to appreciate against the major global currencies. The AUD appreciation negatively affected some of the gains from which the portfolio of investments would otherwise have benefited. The market value of the Company's investment portfolio remained relatively constant (after taking into account the payment of the final and special dividends) over the course of the year, decreasing from $136,027,567 at 1 July 2010 to $133,975,666 at 30 June 2011.

Revenue from investments amounted to $4,315,074 in the current financial year as compared with $4,330,171 in the pcy.

The net tangible asset backing of the Company's shares, based on market values, over the previous five years has been:

	Net Tangible Assets - cents per share	
As at 30 June	After Actual Tax*	After Estimated Tax**
2007	154	148
2008^	108	108
2009^	92	92
2010^	94	94
2011^	94	94

* 'Actual Tax' is all Australian and Foreign income tax for which a liability has arisen.

** 'Estimated Tax' is estimated tax if the Company disposed of its total investment portfolio at its market value. However, the Company is a long-term investor and does not intend to dispose of its total investment portfolio.

^ There were insufficient net unrealised gains to affect the "after estimated tax" NTA.

Share Issues During the Year

The Company's dividend reinvestment plan ("DRP") continues to operate. In December 2010 a final dividend of 2 cents per share and a special dividend of 1 cent per share were declared. As a result of these dividends 668,514 shares were issued under the DRP at a price of $0.775 cents per share representing a take-up rate of the DRP at approximately 12%.

The Company operated on-market share buy-backs during the year and 1,269,082 shares were bought back. The number of ordinary shares on issue, therefore after accounting for new shares issued under the DRP, decreased over the period from 144,553,921 to 143,953,353.

Borrowings

The Company has no external borrowings or undrawn borrowing facilities at the date of this report.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Except for the matters noted in the Operating and Financial Review the Directors are not aware of any significant change in the state of affairs of the Company during the financial year.

MATTERS ARISING SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Since 30 June 2011 the MSCI All Country World Index has declined 13%.

Other than the above the Directors are not aware of any matter or circumstance that has arisen since the end of the financial year which has significantly affected, or may significantly affect:

(a) the Company's operations

(b) the result of those operations, or

(c) the Company's state of affairs in financial years after the financial year.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Directors intend that the Company's Investment Manager will continue to invest in accordance with Templeton Global Equities Group's long-standing philosophy of seeking out undervalued investments in global equity markets.

SHARE OPTIONS

Unissued shares

As at the date of this report, there were no unissued ordinary shares under option.

Shares issued as a result of the exercise of options

During the financial year, employees and Directors have not been granted nor have they exercised any options to acquire fully paid ordinary shares in the Company.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company has entered into agreements with each of the Directors that require the Company to indemnify them and arrange for them to be insured, in each case to the extent permitted by the Company's Constitution and the *Corporations Act 2001*, in respect of certain liabilities they may incur in their capacity as Directors and officers of the Company.

Insurance cover is maintained for these purposes. The premiums are predominantly paid by the Company with the balance paid by the Directors and General Manager. The confidentiality provisions of the relevant insurance contracts prohibit further disclosure of the material items of the insurance policies.

DIRECTORS' REPORT – REMUNERATION REPORT (AUDITED)

This Remuneration Report outlines the director and executive remuneration arrangements of Templeton Global Growth Fund Ltd ("the Company") in accordance with the requirements of the *Corporations Act 2001* and its Regulations. For the purposes of this report key management personnel ("KMP") are the six Directors of the Company and the Secretary/General Manager. The KMP are the only employees of the Company.

Remuneration Philosophy

The Board of Directors of the Company is responsible for determining and reviewing compensation arrangements for the KMP. The Board of Directors assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit.

Remuneration Structure

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

Non-executive Directors' Remuneration

In accordance with the Company's Constitution and the ASX Listing Rules, the aggregate amount of remuneration payable to the non-executive Directors in any year is determined from time to time by shareholders in General Meetings. The last determination was at the Annual General Meeting on 22 October 2007 when shareholders fixed an aggregate amount of $350,000.

Within the limit of the aggregate amount determined by the shareholders, the Board determines the remuneration for non-executive Directors.

The policy of the Board is not to pay fees or provide other remuneration to non-executive Directors who were at any time during the year officers of Franklin Templeton group. In the year ended 30 June 2011, this policy was maintained and neither Ms J Johnson nor Mr G E McGowan, who are officers of the Franklin Templeton group, received fees or other remuneration from the Company.

The Company provides remuneration for non-executive Directors who are not officers of Franklin Templeton group. The remuneration arrangements for these non-executive Directors are reviewed annually by the Board.

The Board assesses the appropriateness of the remuneration for non-executive Directors having regard to market practice (including available data concerning remuneration paid by other companies, in particular companies of comparable nature and size), the duties and accountability of the non-executive Directors and the objective of maintaining a balanced Board which has appropriate expertise and experience, at a reasonable cost to the Company. Non-executive Directors remuneration is not linked to the financial performance or share price of the Company.

The non-executive Directors who received remuneration in the year ended 30 June 2011 were the Chairman, Mr D A Walsh, Deputy Chairman, Mr G N Webb, and Messrs J F Harvey, and J A Killen.

The Board does not pay bonuses or issue shares or options to Directors as components of their remuneration. Neither does it make loans to Directors or employees, or provide motor vehicles, rent, travel allowances or other benefits.

The Company makes minimum superannuation guarantee contributions for non-executive Directors. Directors can also opt to "salary sacrifice" their Director's fees and have them paid wholly or partly as further superannuation contributions.

Prior to 30 June 2003, the Company provided retirement benefits for non-executive Directors. With effect from 30 June 2003, the Board resolved to remove retirement benefits for Directors except for existing entitlements, which were frozen at the amounts accrued and provided for at that date. Mr Walsh's accrued entitlement as at 30 June 2003 was $90,120 and is the maximum retirement benefit to which he may become entitled on his retirement. Retirement benefits will not be paid to any other Directors.

Details of the remuneration for non-executive Directors for the year ended 30 June 2011 are set out in Table 1 at the end of this Report.

Executive's Remuneration

The remuneration provided by the Company to executives is reviewed annually by the Board.

In the year ended 30 June 2011, the only executive directly remunerated by the Company was the Secretary and General Manager, Mr M F Warwick.

Fixed Remuneration

Management of the Company's investment portfolio is delegated to the Investment Manager and the Company's performance and results are principally attributable to the performance and results achieved by the Investment Manager in managing the investment portfolio.

Having regard to this, the Board has determined that the remuneration of executives should principally take the form of a fixed amount of remuneration which is reviewed by the Board in each year and does not at this time include a performance based or incentive component.

Executives are given the option of receiving their fixed amount of remuneration in a variety of forms including cash and fringe benefits. The objective is, so far as reasonably practical, to permit the remuneration to be received in a manner that will be optimal for the executive without creating additional cost to the Company.

The level of the fixed remuneration for an executive is determined having regard to market relativities and the executive's responsibilities, accountability and performance.

Variable Remuneration

At present there are no short term or long term incentives in place for the remuneration of executives.

Details of the remuneration of executives for the year ended 30 June 2011 are set out in Table 2 at the end of this report.

Employment Contract

The Secretary and General Manager, Mr M F Warwick is employed under contract. The current employment contract commenced 1 July 2010 and terminates on 30 June 2012, by which time the Company may choose to commence negotiations to enter into a new employment contract with Mr. M F Warwick.

Both the Company and Mr M F Warwick may terminate the contract at any time by giving six month's notice in writing to the other party. Where the Company terminates the contract a payment equivalent to the notice period is required to be paid, or at the Company's discretion Mr M F Warwick can be required to work through all or part of his notice period. The Company also has the right to summarily terminate the contract without notice, or payment in lieu of notice of termination, for matters such as serious misconduct.

TABLE 1: DIRECTOR REMUNERATION FOR THE YEARS ENDED 30 JUNE 2010 AND 30 JUNE 2011.

Director	Year	Short-Term Directors Salary and Fees $	Post Employment Superannuation $	Post Employment Retirement Benefits $	Total $
D A Walsh	2011	69,755	15,265	–	85,020
	2010	48,275	36,745	–	85,020
J F Harvey	2011	47,000	4,230	–	51,230
	2010	47,000	4,230	–	51,230
J A Killen	2011	54,000	4,860	–	58,860
	2010	50,700	8,160	–	58,860
G N Webb	2011	35,250	15,980	–	51,230
	2010	36,122	15,108	–	51,230
Total	2011	206,005	40,335	–	246,340
	2010	182,097	64,243	–	246,340

Mr G E McGowan and Ms J Johnson are non-executive directors of the Company and are also executives of the Investment Manager or companies associated with the Investment Manager and receive no remuneration from Templeton Global Growth Fund Ltd.

TABLE 2: REMUNERATION OF THE EXECUTIVES WHO RECEIVE THE HIGHEST REMUNERATION FOR THE YEARS ENDED 30 JUNE 2010 AND 30 JUNE 2011.

Executive Officers	Year	Short-Term Salaries and Fees $	Post Employment Superannuation $	Total $
M F Warwick	2011	169,728	15,272	185,000
	2010	154,128	13,872	168,000

The only executive officer of the Company during the year ended 30 June 2011 was the Secretary and General Manager, Mr M F Warwick. The remuneration of the executive is not linked to the performance of the Company. Details of the performance of the Company is set out in the Operating and Financial Review in the Directors' Report.

DIRECTORS' MEETINGS

The number of meetings of Directors (including meetings of committees of Directors) held during the year and the number of meetings attended by each Director were as follows:

	Directors' Meetings	Audit Committee	Review Committee
Number of meetings held:	6	5	4
Number of meetings attended:			
D A Walsh	6	4	4
G N Webb	6	4	4
J F Harvey	6	5	4
J A Killen	6	5	4
G E McGowan	5	–	–
J Johnson	5	–	–

COMMITTEE MEMBERSHIP

As at the date of this report, the Company had an Audit Committee and a Review Committee.

The members of these committees of the Board during the year were:

Audit	Review
J A Killen (c)	D A Walsh (c)
G N Webb	G N Webb
J F Harvey	J F Harvey
	J A Killen

(c) indicates Chairman of the committee

AUDITOR INDEPENDENCE AND NON-AUDIT SERVICES

The auditor's independence declaration given under Section 307C of the *Corporations Act 2001* is set out on page 32 and forms part of the Directors' Report for the year ended 30 June 2011.

NON-AUDIT SERVICES

There were no non-audit related services provided by the entity's auditor, Ernst & Young.

Signed in accordance with a resolution of the Directors.

D. A. WALSH
Chairman

Melbourne
23 August 2011

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AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS OF TEMPLETON GLOBAL GROWTH FUND LTD

In relation to our audit of the financial report of Templeton Global Growth Fund Ltd for the financial year ended 30 June 2011, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Ernst & Young

Ernst & Young

T M Dring
Partner

Melbourne
23 August 2011

INCOME STATEMENT FOR THE YEAR ENDED 30 JUNE 2011

	Notes	2011 $	2010 $
Revenue	5	4,315,074	4,330,171
Investment expenses	6	(1,557,528)	(1,578,481)
Salaries and employee benefit expenses		(432,915)	(417,456)
Shareholder and regulatory costs		(117,037)	(111,536)
Other expenses		(240,577)	(210,797)
Profit before income tax		1,967,017	2,011,901
Income tax expense*		(572,605)	(578,219)
Profit after income tax before net realised gains		1,394,412	1,433,682
Realised gains on sale of investments before tax expense		–	1,775,669
Income tax expense*		–	(532,701)
Net realised gains on sale of investments after tax		–	1,242,968
Profit after income tax for the period		1,394,412	2,676,650
EARNINGS PER SHARE	**17**	**Cents**	**Cents**
• Basic earnings per share for the year attributable to ordinary equity holders		1.0	1.8
• Diluted earnings per share for the year attributable to ordinary equity holders		1.0	1.8
		$	$
*Total tax expense	7	(572,605)	(1,110,920)

The above income statement should be read in conjunction with the accompanying notes.

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2011

	2011 $	2010 $
Profit for the year after tax	1,394,412	2,676,650
Other comprehensive income		
Revaluation of investments	6,915,043	507,461
Deferred tax expense on the above	(2,074,513)	(152,238)
Gains on investments realised before 7 December 2009 for the period	–	1,304,477
Income tax expense on the above	–	(391,343)
Losses on investments	(4,964,681)	–
Income tax benefit on the above	1,489,404	–
Gains on investments realised after 7 December 2009	–	967,302
Income tax expense on the above	–	(290,191)
Transfer to income statement of cumulative gains on investments realised before 7 December 2009^	–	(1,775,669)
Income tax expense on the above	–	532,701
Total other comprehensive income after tax	1,365,253	702,500
Total comprehensive income after tax	**2,759,665**	**3,379,150**

The above statement of comprehensive income should be read in conjunction with the accompanying notes.
^ Represents the gains on investments sold prior to 7 December 2009 based on their “cost” price as determined under AASB 139 as at 30 June 2009

BALANCE SHEET
AT 30 JUNE 2011

	Notes	30 June 2011 $	30 June 2010 $
CURRENT ASSETS			
Cash and cash equivalents	15	1,348,975	1,038,647
Receivables	9	708,446	433,833
Total current assets		2,057,421	1,472,480
NON-CURRENT ASSETS			
Investments	10	133,975,666	136,027,567
Deferred tax assets	7	17,743,869	18,332,452
Total non-current assets		151,719,535	154,360,019
Total assets		153,776,956	155,832,499
CURRENT LIABILITIES			
Payables	11	246,985	257,781
Provisions	12	14,500	14,500
Current tax liabilities		–	–
Total current liabilities		261,485	272,281
NON-CURRENT LIABILITIES			
Provisions	12	90,120	90,120
Deferred tax liability	7	81,474	80,979
Total non-current liabilities		171,594	171,099
Total liabilities		433,079	443,380
NET ASSETS		**153,343,877**	**155,389,119**
EQUITY			
Contributed equity	13	183,687,381	184,161,381
Reserves	14	(34,656,821)	(36,022,074)
Retained profits	14	4,313,317	7,249,812
TOTAL EQUITY		**153,343,877**	**155,389,119**

The above balance sheet should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2011

Year ended 30 June 2011	Issued Capital $	Retained Profits $	Investment Revaluation Reserve $	Investment Realisation Reserve $	Total Equity $
Total equity at the beginning of the year as reported	184,161,381	7,249,812	(25,039,270)	(10,982,804)	155,389,119
Profit after tax	–	1,394,412	–	–	1,394,412
Other comprehensive income					
Net unrealised gains on investments held at 30 June 2011	–	–	4,840,530	–	4,840,530
Net realised losses for the period	–	–	–	(3,475,277)	(3,475,277)
Other comprehensive income for the year	–	–	4,840,530	(3,475,277)	1,365,253
Dividends paid	–	(4,330,907)	–	–	(4,330,907)
Shares issued under dividend reinvestment	518,452	–	–	–	518,452
Shares bought back	(988,835)	–	–	–	(988,835)
Transaction costs on buy back	(3,617)	–	–	–	(3,617)
At 30 June 2011	**183,687,381**	**4,313,317**	**(20,198,740)**	**(14,458,081)**	**153,343,877**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2011 CONTINUED

Year ended 30 June 2010	Issued Capital $	Retained Profits (Accum. Losses) $	Investment Revaluation Reserve $	Investment Realisation Reserve $	Total Equity $
Total equity at the beginning of the year as reported	184,826,243	(41,469,920)	5,162,575	5,225,439	153,744,337
Adoption of AASB 9	–	30,904,344	(30,904,344)	–	–
Restated total equity at the beginning of the year	184,826,243	(10,565,576)	(25,741,769)	5,225,439	153,744,337
Profit after tax	–	1,433,682	–	1,242,968	2,676,650
Transfer of impairment revaluations to realisation reserve	–	16,381,705	–	(16,381,705)	–
Other comprehensive income					
Net unrealised gains on investments held at 30 June 2010	–	–	355,223	–	355,223
Net gains for the period on securities realised before 7 December 2009	–	–	913,134	–	913,134
Net gains for the period on securities realised after 7 December 2009	–	–	677,111	–	677,111
Transfer to income statement of cumulative gains on investments realised during the period	–	–	(1,242,968)	–	(1,242,968)
Net realised losses for the period	–	–	–	(1,069,506)	(1,069,506)
Other comprehensive income for the year	–	–	702,500	(1,069,506)	(376,006)
Shares bought back	(662,808)	–	–	–	(662,808)
Transaction costs on buy back	(2,054)	–	–	–	(2,054)
At 30 June 2010	**184,161,381**	**7,249,812**	**(25,039,270)**	**(10,982,804)**	**155,389,119**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

STATEMENT OF CASH FLOWS
YEAR ENDED 30 JUNE 2011

	Notes	2011 $ Inflows (Outflows)	2010 $ Inflows (Outflows)
CASH FLOWS FROM OPERATING ACTIVITIES			
Dividends and distributions received		3,721,395	3,857,617
Interest received		69,113	25,234
Custodian fees paid		(50,325)	(53,102)
Goods and services tax refunded		136,428	121,679
Investment manager's fees paid		(1,522,150)	(1,581,717)
Income taxes paid		(175,255)	(374,348)
Administrative, regulatory, legal and other payments in the normal course of operations		(700,111)	(684,591)
Net cash flows from operating activities	15(a)	1,479,095	1,310,772
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash paid for purchase of:			
Listed Shares		(23,670,028)	(26,586,688)
Proceeds received from realisation of:			
Listed shares		27,373,576	22,255,979
Net cash inflow/(outflow) from investing activities		3,703,548	(4,330,709)
CASH FLOWS FROM FINANCING ACTIVITIES			
Share Buy Back		(992,452)	(664,862)
Net dividend paid		(3,812,456)	–
Net cash flows from/(used in) financing activities		(4,804,908)	(664,862)
Net increase/(decrease) in cash held		377,735	(3,684,799)
Add opening cash brought forward		1,038,647	4,847,167
Effects of exchange rate changes on cash		(67,407)	(123,721)
CLOSING CASH CARRIED FORWARD	**15(b)**	**1,348,975**	**1,038,647**

The above statement of cash flows should be read in conjunction with the accompanying notes.

1. CORPORATE INFORMATION

The financial report of Templeton Global Growth Fund Ltd (“the Company”) for the year ended 30 June 2011 was authorised for issue in accordance with a resolution of the Directors on 23 August 2011.

The Company is limited by shares, incorporated in Australia and whose shares are publicly traded on the Australian Securities Exchange (“ASX”).

The nature of the operations and principal activities of the Company are described in the Director’s Report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board.

The financial report has been prepared on a historical cost basis, except for investment assets (“Investments”) which have been measured at fair value (last bid price).

The financial report is presented in Australian dollars.

(a) Compliance with IFRS

The financial report complies with Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

(b) New accounting standards and interpretations

The AASB has issued new standards, amendments and interpretations that were available for adoption but not mandatory, for the 30 June 2011 reporting period. In some cases, these amendments relate to items which are not applicable to the Company. Those amendments which are applicable and which are likely to have an impact on the Company’s disclosures but have not yet been applied by the Company in preparing this financial report are:

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(b) New accounting standards and interpretations (continued)

Reference	Title	Summary	Application date of standard*	Impact on Company's financial report	Application date for the Company*
AASB 124 (Revised)	Related Party Disclosures (December 2009)	The revised AASB 124 simplifies the definition of a related party, clarifying its intended meaning and eliminating inconsistencies from the definition, including: (a) The definition now identifies a subsidiary and an associate with the same investor as related parties of each other (b) Entities significantly influenced by one person and entities significantly influenced by a close member of the family of that person are no longer related parties of each other (c) The definition now identifies that, whenever a person or entity has both joint control over a second entity and joint control or significant influence over a third party, the second and third entities are related to each other	1 January 2011	The application of the standard is not expected to significantly affect the Company's current related party disclosures.	1 July 2011
AASB 2010-4	Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project [AASB 1, AASB 7, AASB 101, AASB 134 and Interpretation 13]	Emphasises the interaction between quantitative and qualitative AASB 7 disclosures and the nature and extent of risks associated with financial instruments. Clarifies that an entity will present an analysis of other comprehensive income for each component of equity, either in the statement of changes in equity or in the notes to the financial statements. Provides guidance to illustrate how to apply disclosure principles in AASB 134 for significant events and transactions.	1 January 2011	The application of this standard is not likely to materially affect the manner in which the Company currently reports.	1 July 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(b) New accounting standards and interpretations (continued)

Reference	Title	Summary	Application date of standard*	Impact on Company's financial report	Application date for the Company*
****	Fair Value Measurement	IFRS 13 establishes a single source of guidance under IFRS for determining the fair value of assets and liabilities. IFRS 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value under IFRS when fair value is required or permitted by IFRS. Application of this definition may result in different fair values being determined for the relevant assets. IFRS 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined.	1 January 2013	As the investments of the Company are quoted on stock exchanges around the world there is not expected to be any significant difference in calculation of fair value of the portfolio of investments.	1 July 2013

**** The AASB has not listed this standard, which was finalised by the IASB in May 2011.

c) Foreign currency translation

(i) Functional and presentation currency

Both the functional and presentation currency of the Company is Australian dollars ($).

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

(d) Trade and other receivables

Trade receivables which generally have 30-90 day terms are recognised at the original transaction amount and where applicable converted to the equivalent Australian dollar value on the day of transaction.

(e) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(f) Investments and other financial assets

The Company has early adopted AASB 9 with effect from 7 December 2009. Prior to 7 December 2009 the Company classified its equity investments as "available for sale" in accordance with AASB 139. The change in standard affects the manner in which the performance of equity investments is disclosed.

Prior to 7 December 2009 under AASB 139:

- The Company was required to assess the level of impairment of equity investments at each balance date in terms of "significance" of the impairment or whether the impairment is "prolonged". The Company adopted the policy that "significant" is a decline in the fair market value of below 30% to its book cost, and "prolonged" was decline in book value below cost for a period of 12 months.
- Required impairments deemed as significant or prolonged were recorded in the income statement.
- Reversals of impairments were not reversed through the income statement.
- Increases in the value of equity investments were taken to the investment revaluation reserve as equity in the balance sheet.

Financial assets in the scope of AASB 139 are categorised as either financial assets at fair value through profit and loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets.

When financial assets are recognised initially, they are measured at fair value, plus in the case of investments not at fair value through profit and loss, directly attributable transaction costs.

All the Company's investments in securities that are actively traded on organised financial markets are classified as available-for-sale investments. In determining the categorisation of its financial assets, the Company also considers established case law, Australian Taxation Office rulings and the historical average holding period of investments.

Available-for-sale investments ("Investments")

Available-for-sale investments are those non-derivative financial assets, principally equity securities, that are designated as available-for-sale or are not classified as financial assets at fair value through profit and loss, loans and receivables or held-to-maturity investments. After initial recognition investments are measured at fair value with gains or losses being recognised as a separate component of equity.

The fair values of investments that are actively traded in organised financial markets are determined by reference to quoted market bid prices at the close of business on the balance sheet date. The fair value of units in unlisted unit trusts is determined based on the redemption value of those units at balance date.

From 7 December 2009 under AASB 9:

- The Company's equity investments are designated at fair value through other comprehensive income.
- There are no impairment provisions.
- Realised and unrealised gains or losses on equity investments are reported through other comprehensive income in the statement of comprehensive income and do not form part of the Company's profit or loss in the income statement..

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(f) Investments and other financial assets (continued)

Transitional provisions:

- Comparatives have been restated to the extent required to account for the early adoption of AASB 9 from 7 December 2009 except where impaired equity investments were sold prior to 7 December 2009.
- Gains or losses on equity investments sold prior to 7 December are recorded under AASB 139 and are found in the income statement.
- Gains or losses on equity investments sold from 7 December to the end of the period are recorded under AASB 9 and are found in the statement of other comprehensive income and reported in equity.

(g) Impairment of Investments

Up to 7 December 2009, under AASB 139 the notion of impairment of investments was applied.

If there is objective evidence that an investment is impaired (ie there is a significant or prolonged decline in fair value below cost), an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the income statement. Reversals of impairment losses for equity instruments classified as available-for-sale are not recognised in profit or loss. Reversals of impairment losses for debt instruments are reversed through profit or loss if the increase in an instrument's fair value can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

(h) Trade and other payables

Trade payables and other payables are carried at amortised cost and due to their short term nature are not discounted. They represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

(i) Provisions and employee leave benefits

Provisions are recognised where the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date.

A provision for dividends is not recognised as a liability unless the dividends are declared, determined or publicly recommended on or before the reporting date.

Employee leave benefits

(i) Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(i) Provisions and employee leave benefits (continued)

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

(j) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

(k) Income tax and other taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit not taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(k) Income tax and other taxes (continued)

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Cash flows are included in the Cash Flow Statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as operating cash flow.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(l) Earnings per share

Basic earnings per share ("EPS") is calculated as net profit attributable to members, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted EPS is calculated as net profit attributable to members, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(m) Revenue recognition

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

(m) Revenue recognition (continued)

Interest income

Revenue is recognised as the interest accrues using the effective interest method. This is a method of calculating the amortised costs of financial assets and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Dividends

Revenue is recognised when the Company's right to receive the payment is established.

Net Capital Gains

Net capital gains represent amounts received on the sale of available for sale investments up until 7 December 2009. Revenue from net capital gains is recognised when the Company's right to receive the payment is established.

(n) Borrowing costs

Borrowing costs not directly attributed to the purchase or construction of a qualifying asset are recognised as an expense when incurred.

(o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting used by the Chief Operating Decision-Maker ("CODM"). The CODM is the Review Committee. The Company operates as a listed investment company in Australia and has no reportable operating segments.

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Financial risk management objectives, policies and processes

Risks arising from holding financial instruments are inherent in the Company's activities, and are managed through a process of ongoing identification, measurement and monitoring. The Company is exposed primarily to market risk, liquidity risk, interest rate risk and credit risk.

Financial instruments of the Company comprise investments in financial assets for the purpose of generating a return on the investment made by shareholders, in addition to cash and cash equivalents, net assets attributable to shareholders, and other financial instruments such as trade debtors and creditors, which arise directly from its operations.

Under the supervision of the Board the Investment Manager is responsible for identifying and controlling the risks that arise from these financial instruments.

The risks are measured using a method that reflects the expected impact on the results and net assets attributable to shareholders of the Company from reasonably possible changes in the relevant risk variables. Information about these risk exposures at the reporting date, measured on this basis, is disclosed below. Information about the total fair value of financial instruments exposed to risk, as well as compliance with established investment mandate limits, is also monitored by management. These mandated limits reflect the investment strategy and market environment of the Company, as well as the level of risk that the Company is willing to accept, with additional emphasis on selected industries.

This information is prepared and reported to relevant parties within the Company on a regular basis as deemed appropriate, including management, committees of Directors and ultimately the Board of Directors of the Company.

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

(a) Financial risk management objectives, policies and processes (continued)

Concentrations of risk arise when a number of financial instruments are entered into in the same geographic region or industry grouping whereby the performance of those financial instruments could be similarly affected by changes in economic, political or other conditions.

In order to avoid excessive concentration of risk, the Investment Manager monitors the exposure to ensure concentrations of risk remain within acceptable levels.

(b) Market risk

Market risk is the risk that the fair value of future cash flows of financial instruments will fluctuate due to changes in the market variables such as foreign currency exchange rates and equity prices.

Management of the Company's investment portfolio is outsourced to Franklin Templeton Investments Australia Ltd ("FTI") who manage market risk by prudent diversification of the investment portfolio. The Board and Board committees monitor FTI's management of market risk by reference to the performance of the portfolio of the investments compared to the performance of an appropriate index.

Foreign currency exchange risk

Foreign currency exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign currency exchange rates.

The Company's operations provide Australian investors with not only access to the world's equity markets but also investment exposure beyond the Australian dollar.

This has been one of the reasons that the long-standing approach of the Company has been not to hedge the underlying currencies of its portfolio of investments.

Investors in the Company should be aware that the Company does not hedge its foreign currency exposure to its underlying investments.

The table below indicates the currencies to which the Company had significant exposure at 30 June 2011 on its equity assets and forecast cash flows. The analysis calculates the effect of a reasonably possible movement of the currency rate against the Australian dollar on the value of the portfolio of investments, with all other variables held constant.

Accounting Assumptions – Variability of foreign currency

The sensitivity is based on management's estimate of volatility of change probable in global currencies in which the portfolio of investments is significantly invested and in the absence of impairment.

	2011				2010			
Currency	AUD equivalent in exposure by currency $,000	Change in currency rate in %	Effect on profit before tax $,000	Effect on equity after tax $,000	AUD equivalent in exposure by currency $,000	Change in currency rate in %	Effect on profit before tax $,000	Effect on equity after tax $,000
EUR	39,831	20/(25)	0/0	(5,576)/6,970	43,191	20/(20)	0/0	(7,198)/10,797
USD	42,103	20/(25)	0/0	(5,894)/7,368	35,749	20/(20)	0/0	(5,958)/8,937
GBP	15,263	20/(25)	0/0	(2,137)/2,671	15,383	20/(20)	0/0	(2,563)/3,845

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

(b) Market risk (contunued)

Equity price risk

Equity price risk is the risk that the fair value of equities decreases as a result of changes in market prices, whether those changes are caused by factors specific to the individual stock or factors affecting all instruments in the market. Equity price risk exposure arises from the Company's investment portfolio.

The effect on net assets attributable to shareholders and operating profit before distribution due to reasonably possible changes in market factors, as represented by equity indices, with all other variables held constant is indicated in the table below.

Accounting Assumptions – Variability of equity price

The sensitivity is based on management's estimate of the possible volatility of change in the investments of the Company in various significant geographical locations and in the absence of impairment.

	2011			2010		
Location	Change in equity price %	Effect on profit before tax $'000	Effect on equity after tax $'000	Change in equity price %	Effect on profit before tax $'000	Effect on equity after tax $'000
USA	20/(20)	0/0	5,894/(5,894)	20/(20)	0/0	5,393/(5,393)
UK	20/(20)	0/0	2,137/(2,137)	20/(20)	0/0	2,441/(2,441)
France	20/(20)	0/0	2,226/(2,226)	20/(20)	0/0	1,984/(1,984)

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. This risk is controlled through the Company's investment in financial instruments, which under normal market conditions are readily convertible to cash. In addition, the Company maintains sufficient cash and cash equivalents to meet normal operating requirements. Further, the Company under the requirements of its Australian Financial Services licence is required to maintain cash reserves equivalent to three months projected operational expenditure.

The Company, through FTI, seeks maximum investment in world equity markets but balances that objective with the need to retain sufficient cash reserves to meet operational expenses, shareholder distributions and potential investment opportunities.

The effect of these requirements is that the company is ordinarily fully invested in the market with cash and cash equivalents of between 1% to 7% of the Company's market capitalisation to account for operational and investment contingencies. The Company's investments are in equities tradeable on stock exchanges around the world and are considered highly liquid.

The Board and Board committees monitor the liquidity by reference to monthly cash flow projections and financial reports.

Maturity analysis for financial liabilities

Financial liabilities of the company comprise trade and other payables, dividends payable and payments for purchases of investments. Trade and other payables and dividend payments have no contractual maturities but are typically settled within 30 days.

Payments for purchases of investments are governed by the rules of the relevant stock exchange and are usually settled in less than five working days.

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

(c) Liquidity risk (continued)

Interest rate risk

The nature of the Company's business operations is such that the only exposure to financial instruments with interest rate risk exposure is to cash and cash equivalents. Cash and cash equivalents are restricted to investment in "at-call" or short-term to maturity deposits. At balance date cash and cash equivalents were valued at $1,348,975 (2010: 1,038,647), the interest rate applicable to cash and cash equivalents at balance date was 3.8% (2010: 3.3%).

(d) Credit Risk

Credit risk is not considered to be significant to the Company.

Credit risk represents the risk that a counterparty to a certain type of financial instrument will fail to discharge an obligation and cause the Company to incur a financial loss.

(e) Capital Management

The Company's objective in managing capital is to continue to provide shareholders with dividends and capital appreciation over the longer term.

The Company's capital will fluctuate with prevailing market movements. The Company controls: dividend policy, the issue of new shares and the sale of assets.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

The Company had in place an On Market Share Buy-Back which operated during the year. There were no other changes to the capital management of the Company.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgments and estimates on historical experience and on other various factors it believes reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management has identified the following critical accounting policies for which significant judgments, estimates or assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS CONTINUED

(i) Significant accounting judgments

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences as management considers that it is probable that future taxable profits will be available to utilise those temporary differences.

Classification of and valuation of investments

The Company classifies assets and liabilities as held for sale when its carrying amount will be recovered through a sale transaction. The assets and liabilities must be available for immediate sale and the Company must be committed to selling the asset or liability either through the entering into a contractual sale agreement or the activation and commitment to a program to locate a buyer and dispose of the assets or liabilities. It is the act of classification which requires accounting judgment to be applied.

	2011 $	2010 $
5. REVENUE		
Dividends and distributions – other corporations	4,152,944	4,248,827
Interest – other person/corporations	58,717	39,320
Other investment income	103,413	42,024
	4,315,074	4,330,171
6. EXPENSES AND LOSSES		
Investment Expenses		
Investment management fees	1,415,599	1,478,855
Custodian fees	51,973	51,280
Net foreign currency losses	89,956	48,346
	1,557,528	1,578,481

7. INCOME TAX

The major components of income tax are:

	2011 $	2010 $
Income Statement		
Current income tax		
Current income tax charge	(590,105)	(1,136,271)
Deferred income tax		
Relating to origination and reversal of temporary differences	17,500	25,351
Income tax (expense) benefit reported in the income statement	(572,605)	(1,110,920)

7. INCOME TAX CONTINUED

	2011 $	2010 $
Amounts charged or credited directly to equity		
Deferred income tax related to items charged or credited directly to equity		
Net unrealised gain/(loss) on investments	(585,108)	(152,238)
Income tax (expense)/benefit reported in equity	(585,108)	(152,238)

A reconciliation between the income tax benefit and the product of accounting profit before income tax multiplied by the Company's applicable income tax rate is as follows:

	2011 $	2010 $
Profit before income tax	1,967,017	3,787,570
Prima facie income tax expense at statutory rate	(590,108)	(1,136,271)
Tax effect of:		
– Unrealised foreign exchange (gains)/losses	(4,470)	3,378
– Other items	21,973	21,973
Income tax expense attributable to ordinary activities	(572,605)	(1,110,920)

Deferred income tax

Deferred income tax at 30 June relates to the following:

	Balance sheet		Income statement	
	2011 $	2010 $	2011 $	2010 $
Deferred tax liabilities				
Dividends receivable	81,474	80,979	495	(4,321)
	81,474	80,979		
Deferred tax asset				
Directors retirement benefit	27,036	27,036	-	-
Long service leave accrued	4,350	4,350	-	-
Audit fee accrued	9,166	11,811	2,646	(829)
Net unrealised loss on investments and impairments	8,656,602	10,731,116	2,074,513	3,717,310
Realised loss on investments	9,046,715	7,557,311	(1,489,404)	(3,341,932)
Deferred tax income/(expense)	17,743,869	18,332,452	588,250	370,228

8. DIVIDENDS PAID OR PROVIDED FOR

	2011 $	2010 $
(a) Dividends paid during the year:		
(i) Previous year's final		
Final Dividend – 2.0 cents per share fully franked (2009 – 0.0 cents per share)	2,887,271	–
(ii) Special		
Special Dividend – 1.0 cents per share fully franked (2010 – 0.0 cents per share)	1,443,636	–
(iii) Current year interim		
Interim Dividend – 0.0 cents per share. (2010 – 0.0 cents per share)	–	–
	4,330,907	–

The tax rate at which dividends have or will be franked is 30%

(b) Franking credit balance

	2011 $	2010 $
The amount of franking credits available for the subsequent financial year are:		
– franking account balance as at the end of the financial year at the tax rate of 30%	5,750,672	7,455,623
– franking credits that will arise from the payment of income tax payable as at the end of the financial year	–	–
	5,750,672	7,455,623
The amount of franking credits available for future reporting periods:		
– impact on the franking account of dividends proposed or declared before the financial report was authorised for issue but not recognised as a distribution to equity holders during the period.	1,233,886	–
	4,516,786	7,455,623

9. RECEIVABLES (CURRENT)

	2011 $	2010 $
Receivables	708,446	433,833

Receivables consist principally of sales of securities not yet settled or dividends declared not yet received. Proceeds from unsettled sale of securities are generally received within 5 days and dividends declared not yet received are generally received within 60 days.

	2011 $	2010 $

10. INVESTMENTS (NON-CURRENT)

	2011 $	2010 $
Securities listed on a prescribed stock exchange at cost:		
Shares	162,831,007	171,797,952
Aggregate quoted market value at balance date of securities listed on a prescribed stock exchange	133,975,666	136,027,567

The Company has no material exposures to a single listed equity investment.

11. TRADE AND OTHER PAYABLES (CURRENT)

	2011 $	2010 $
Trade payables	128,358	142,163
Payables due to related parties:		
– Director related entities – refer note 21(b)	118,627	115,617
	246,985	257,780

Trade payables and amounts payable to Director related entities are non-interest bearing and are normally settled on 30 day terms.

12. PROVISIONS

	2011 $	2010 $
Current		
Long service leave	14,500	14,500
Non-current		
Directors' retirement allowance	90,120	90,120

Prior to 30 June 2003, the Company provided retirement benefits for independent non-executive Directors. With effect from 30 June 2003, the Board resolved to remove retirement benefits except for existing entitlements, which were frozen at the amounts accrued at that date.

13. CONTRIBUTED EQUITY

(a) Issued and Paid-Up Capital

	2011 $	2010 $
Ordinary shares fully paid	183,687,381	184,161,381

13. CONTRIBUTED EQUITY CONTINUED

	2011 No. of shares	2011 $	2010 No. of shares	2010 $
(b) Movements in ordinary shares on issue				
Beginning of financial year	144,553,921	184,161,381	145,383,838	184,826,243
Shares issued under dividend reinvestment	668,514	518,452	–	–
On market share buy back ("Buy Back")	(1,269,082)	(988,835)	(829,917)	(662,808)
Transaction cost of Buy Back	–	(3,617)	–	(2,054)
End of the financial year	143,953,353	183,687,381	144,553,921	184,161,381

(c)Terms and Conditions of Contributed Capital

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of (and amounts paid up on) shares held.

Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

14. RESERVES AND RETAINED PROFITS

	Notes	30 June 2011 $	30 June 2010 $
Investment Realisation	14(a)	(14,458,081)	(10,982,804)
Investment Revaluation	14(b)	(20,198,740)	(25,039,270)
		(34,656,821)	(36,022,074)
Retained Profits	14(c)	4,313,317	7,249,812

(a) Investment Realisation Reserve

(i) Nature and purpose of reserve

The investment realisation reserve is used to accumulate realised capital profits. The reserve can be used to pay dividends.

(ii) Movements in Reserve

	30 June 2011 $	30 June 2010 $
Balance at beginning of year	(10,982,804)	5,225,439
Transfer from retained profits of net profit on realisation of investments	–	1,242,968
Transfer of net realised capital losses from retained profits/(accumulated losses)	–	(16,381,705)
Net realised losses for the period	(3,475,277)	(1,069,506)
Balance at end of year	(14,458,081)	(10,982,804)

14. RESERVES AND RETAINED PROFITS CONTINUED

	30 June 2011 $	30 June 2010 $
(b) Investment Revaluation Reserve		
(i) Nature and purpose of Reserve		
The investment revaluation reserve is used to accumulate unrealised capital profits.		
The reserve can only be used in limited circumstances for payment of dividends.		
(ii) Movement in Reserve		
Balance at the beginning of the year	(25,039,270)	(25,741,769)
Revaluation increments on revaluation of listed securities.	1,950,361	507,461
Tax effect of increments to revaluation reserve	(585,108)	(152,238)
Transfer of net realised capital losses to the investment realisation reserve	3,475,277	(1,242,968)
Net gains on securities realised before 7 December 2009	–	913,134
Net gains on securities realised after 7 December2009	–	677,111
Balance at the end of year	(20,198,740)	(25,039,270)

(c) Retained Profits

Movements in Retained Profits

	30 June 2011 $	30 June 2010 $
Balance at the beginning of year	7,249,812	(10,565,576)
Net profit attributable to members of Templeton Global Growth Fund Ltd	1,394,412	1,433,682
Transfer of impairment revaluations to realisation reserve	–	16,381,705
Dividends provided for or paid	(4,330,907)	–
Balance at the end of year	4,313,317	7,249,812

15. STATEMENT OF CASH FLOWS

(a) Reconciliation of the net profit after tax to the net cash flows from operations

	2011 $	2010 $
Net profit	1,394,412	2,676,650
Adjusted for:		
Net loss on foreign exchange	76,956	46,766
Net (gain)/loss on realisation of investments	–	(1,242,968)
Changes in assets and liabilities		
– Receivables	20,673	(33,541)
– Payables	(7,188)	14,861
– Provision for taxation	–	(165,444)
– Deferred tax asset on income statement	(2,645)	829
– Deferred tax liability on income statement	495	(4,321)
– Provision for employee entitlements	(3,608)	17,940
Net cash flow from operating activities	1,479,095	1,310,772

(b) Reconciliation of cash

	2011 $	2010 $
Cash comprises:		
Cash at Bank	1,348,975	1,038,647

Disclosure of non-cash financing activities

The company issued 668,514 shares under a dividend reinvestment plan in December 2010.

16. EMPLOYEE BENEFITS AND SUPERANNUATION COMMITMENTS

Employee Benefits

The aggregate employee benefit liability is comprised of:

	2011 $	2010 $
Accrued wages, long service leave, salaries, superannuation and on costs (current)	14,500	14,500
Provisions (non-current)	90,120	90,120
	104,620	104,620

17. EARNINGS PER SHARE

	2011 $	2010 $
The following reflects the income and share data used in the calculations of basic and diluted earnings per share:		
Net profit used in calculating basic and diluted earnings per share.	1,394,412	2,676,650
Weighted average number of ordinary shares on issue used in the calculation of basic and diluted earnings per share.	144,546,957	145,041,366

There have been no transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between the reporting date and the date of completion of these financial statements.

18. KEY MANAGEMENT PERSONNEL

(a) Details of Key Management Personnel

(i) Directors

D A Walsh	Chairman (non-executive)
G N Webb	Deputy Chairman (non-executive)
J Johnson	Director (non-executive)
J F Harvey	Director (non-executive)
J A (Tony) Killen	Director (non-executive)
G E McGowan	Director (non-executive)

(ii) Executive

M F Warwick	Company Secretary and General Manager

(b) Compensation of Key Management Personnel

	2011 $	2010 $
Short-Term	375,733	336,225
Post Employment	55,607	78,115
Total	431,340	414,340

18. KEY MANAGEMENT PERSONNEL CONTINUED

(c) Compensation options : Granted and vested during the year

No options were granted to, or vested with, key management personnel during the year ended 30 June 2011 or the year ended 30 June 2010.

(d) Shares issued on exercise of compensation options

No shares were issued on exercise of compensation options during the year ended 30 June 2011 or the year ended 30 June 2010.

(e) Option holdings of directors and the executive

No options are held by key management personnel during the year ended 30 June 2011 or the year ended 30 June 2010.

(f) Shareholdings of key management personnel

Shares held in the Company (number)	Balance 1 July 2010 Ord	Net Change Other Ord	Balance 30 June 2011 Ord
Directors			
D A Walsh	62,500	–	62,500
G N Webb	343,974	–	343,974
J F Harvey	32,000	17,325	49,325
J A (Tony) Killen	166,600	–	166,600
G E McGowan	–	–	–
J Johnson	–	–	–
Executive			
M F Warwick	22,960	–	22,960
Total	**628,034**	**–**	**645,359**

Shares held in the Company (number)	Balance 1 July 2009 Ord	Net Change Other Ord	Balance 30 June 2010 Ord
Directors			
D A Walsh	62,500	–	62,500
G N Webb	343,974	–	343,974
J F Harvey	32,000	–	32,000
J A (Tony) Killen	166,600	–	166,600
G E McGowan	–	–	–
J Johnson	–	–	–
Executive			
M F Warwick	22,960	–	22,960
Total	**628,034**	**–**	**628,034**

All equity transactions with directors and the executive have been entered into under terms and conditions no more favourable than those the entity would have adopted if dealing at arm's length.

(g) Loans to key management personnel

There were no loans made to key management personnel at any time during the year and no loans exist at 30 June 2011.

19. AUDITORS' REMUNERATION

The auditor of the Company is Ernst & Young.

	2011 $	2010 $
Amounts received or due and receivable by Ernst & Young (Australia) for:		
• an audit or review of the financial report of the Company	60,000	63,532
• other services in relation to the Company	–	–
	60,000	63,532

20. SEGMENT INFORMATION

The Company's principal activity is investment in quoted equities and other securities on a worldwide basis. Details of these investments are disclosed in the Investment Manager's Report and the List of Investments.

Operating segments are reported in a manner consistent with the internal reporting used by the Chief Operating Decision-Maker ("CODM"). The CODM is the Review Committee.

The Company operates as a listed investment company in Australia and has no reportable operating segments.

The internal reporting provided to management is prepared on a consistent basis with the measurement and recognition principles of Australian Accounting Standards. There were no changes to the reportable segments during the reporting period.

The Company invests in a portfolio of investments in companies listed on international stock exchanges. The Review Committee regularly reviews reports on the portfolio of investments assessing the portfolio of investments as a whole and not on any specific sector basis.

21. RELATED PARTY DISCLOSURE

(a) Key management personnel

Details relating to key management personnel, including remuneration paid, are included in note 18.

(b) Transactions with related parties

Management fees paid to Franklin Templeton Investments Australia Limited

The Company's Investment Manager is Franklin Templeton Investments Australia Limited ("Investment Manager"). The Investment Manager is a member of the Franklin Templeton group.

In accordance with the Investment Management Agreement, the Investment Manager is entitled to a fee in respect of the management of the investment portfolio of the Company. This fee is calculated at the rate of 1% per annum payable monthly on the value of the net tangible assets of the Company less the value of the investments in unlisted trusts managed by the Investment Manager. For those services, the Investment Manager was paid a fee of $1,415,599 for the 12 months to 30 June 2011 (2010 $1,478,853). As at the end of the financial year $118,627 (2010: $115,617) was owing to the Investment Manager.

21. RELATED PARTY DISCLOSURE CONTUNUED

The Company has the following relationships with the Investment Manager:

Mr G N Webb, Ms Johnson and Mr G E McGowan have a beneficial interest in shares in Franklin Resources, Inc., the ultimate holding company of the Investment Manager.

Certain directors of the Company also held the following appointments with the Investment Manager and / or companies related to the Investment Manager. These appointments were held throughout the financial year (and continues as at 30 June 2011) unless otherwise specified.

- Mr G E McGowan is a director of the Investment Manager.
- Mr G E McGowan and Ms Johnson are employed by companies related to the Investment Manager.

Neither the Investment Manager nor any of the funds for which the Investment Manager is responsible are shareholders in Templeton Global Growth Fund Ltd.

22. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following table shows financial instruments recorded at fair value, analysed between those whose fair value is based on quoted market prices ("Level 1"), those involving valuation techniques where all the model inputs are observable in the market ("Level 2") and those where the valuation technique involves the use of non-market observable inputs ("Level 3"). All of the Company's financial assets are investments in listed securities (Level 1). The Company has no financial instrument liabilities.

	30 June 2011		30 June 2010	
	Level 1	Total	Level 1	Total
	$	$	$	$
Financial assets at fair value through other comprehensive income				
Listed equity securities	133,975,666	133,975,666	136,027,567	136,027,567
Total	133,975,666	133,975,666	136,027,567	136,027,567

The level in which instruments are classified in the hierarchy is based on the lowest level input that is significant to the fair value measurement in its entirety.

The fair value of listed equity is based on quoted market bid prices at the reporting date, without any deduction for transaction costs.

22. FAIR VALUE OF FINANCIAL INSTRUMENTS CONTINUED

Other disclosures – Investment portfolio

The Company's portfolio of investments has, since the Company's inception, consisted of securities chosen on the basis of their long term appreciation potential. The Company is a long term holder of investments. Accordingly each investment within the portfolio of investments on early adoption of AASB 9 was designated to be measured at fair value through other comprehensive income.

The fair value of each investment held at fair value through other comprehensive income is disclosed at note 25.

Dividend income for the period on those investments designated at fair value through other comprehensive income held at year end was $4,152,944, and dividend income of those investments designated at fair value through other comprehensive income and derecognised during the year was $193,671.

The value of investments realised in the normal course of the Company's business as a Listed Investment Company during the year was $21,636,351. The cumulative loss on these realised investments after tax was $3,475,277 which has been transferred from the investment revaluation reserve to the investment realisation reserve (refer to the statement of changes in equity).

23. EXPENDITURE COMMITMENTS

	2011 $	2010 $
Remuneration commitments		
Commitments for the payment of salaries and other remuneration under long-term employment contracts in existence at the reporting date but not recognised as liabilities, payable:		
Within one year	185,000	185,000
After one year but not more than five years	–	185,000
Longer than five years	–	–
Total	185,000	370,000

Amounts disclosed as remuneration commitments arise from the service contract with the General Manager referred to in the Remuneration Report of the Directors' Report. The above amount is not recognised as a liability and is not included in the compensation of key management personnel.

24. EVENTS AFTER THE BALANCE SHEET DATE

Since 30 June 2011 the MSCI All Country World Index has declined 13%.

No other matters or occurrences have arisen subsequent to balance date that materially affect the operations of the Company.

25. SECURITIES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME AT 30 JUNE 2011

Listed below is the investment portfolio all of which are held at fair value through other comprehensive income.

Investments in the portfolio change from year to year as some holdings are added to, others realised and as the quoted market price of those securities alter.

Company	30 June 2011	30 June 2010
	$	$
Accenture Plc	1,330,628	1,941,859
Ace Ltd	1,049,137	1,795,538
AIA Group Ltd	494,963	–
Alstom	731,871	690,551
American Express Co	2,158,659	971,016
Amgen Inc	2,379,293	2,719,519
Autogrill Spa	–	1,341,375
Aviva Plc	622,920	514,136
AXA	1,903,902	1,401,517
BAE Systems Plc	736,736	839,195
Baker Hughes	1,023,122	–
Bank of America	–	956,599
Bank of New York Mellon	1,441,729	1,283,435
Bayer Motoren Werk	769,187	1,654,416
Biogen Idec Inc	634,110	705,849
BNP Paribas	1,291,065	–
BP Plc	1,809,648	1,486,142
British Sky Broadcasting	–	1,106,809
Carnival Corp	–	1,014,623
Chesapeake Energy	1,216,343	947,115
Cheung Kong Holdings	1,062,708	1,305,680
Chevron Corp	1,408,079	1,730,327
China Mobile (HK) Ltd	555,606	–
China Telecom Corp	1,955,097	2,107,113
Cisco Systems	1,526,923	1,498,679
Citigroup Inc.	972,972	–
Compal Electronic	1,034,702	1,266,153
Covidien Plc	–	1,214,204
Credit Agricole	1,876,406	1,674,779
CRH Plc	1,288,676	1,147,722
CVS/Caremark Corp	1,365,423	1,349,979
DBS Group Holdings Ltd	423,870	–
Dell Inc	1,493,075	1,099,929
Deutsche Post	1,199,801	1,163,551
Dr Pepper Snapple	–	946,297
E.ON Ag	1,072,574	1,298,148
Egypt Mobile Phone	785,981	1,353,369
Eni Spa	1,295,264	1,290,758

25. SECURITIES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME AT 30 JUNE 2011 CONTINUED

Company	30 June 2011 $	30 June 2010 $
Flextronics International Ltd	1,139,682	968,439
Foschini Ltd	–	1,128,748
France Telecom	2,256,546	2,352,982
Fujifilm Holdings	–	716,328
Gap Inc	635,498	–
Gazprom ADR	1,231,388	1,020,724
GDF Suez	549,864	548,104
General Electric Co	1,807,802	1,474,862
Gilead Sciences	759,477	–
Glaxosmithkline Plc	2,128,011	1,624,644
Home Depot Inc	1,234,165	1,211,597
HSBC Holdings Plc	1,556,101	1,570,773
Iberdrola	920,756	724,003
ING Groep	2,139,721	1,667,002
Itochu Corp	1,340,451	1,102,015
JD Group Limited	604,283	991,877
KB Financial Group	1,114,156	1,160,563
Lloyds Banking Group	167,590	–
Lufthansa	1,123,812	1,071,926
Macquarie Korea Infrastructure	1,064,159	1,090,257
Medtronic Inc	1,522,595	702,942
Merck & Co Inc	1,729,568	1,831,284
Merck KGAA	1,359,090	635,755
Michelin	1,444,828	1,769,297
Microsoft Corp	2,945,015	3,304,659
Mitsubishi UFJ	428,514	513,492
Morgan Stanley	833,954	624,473
Munchener Ruckver AG	807,229	844,756
Navistar International Corp	695,071	–
Nestle	1,258,899	1,742,239
News Corp – CL B	1,460,318	1,745,495
Nissan Motor Co	1,021,561	–
Noble Corp	802,240	–
Nomura Holdings	624,721	377,908
Novartis	686,613	974,237
Omnicare Inc	–	1,149,802
Oracle Systems Corp	1,571,691	2,981,643
Pacific Brands Ltd	1,045,169	–
Petrobras	1,078,486	1,099,353
Pfizer Inc	2,306,480	2,023,292
Philips Electronic	1,113,170	1,664,474
Posco	550,456	–
Premier Foods Plc	357,737	426,328

25. SECURITIES AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME AT 30 JUNE 2011 CONTINUED

Company	30 June 2011 $	30 June 2010 $
Reed Elsevier NV	1,627,399	1,950,279
Roche Holdings	1,985,667	1,427,440
Royal Dutch Shell – B shares	2,774,920	2,367,622
Saic Inc	948,776	–
Samsung Electronics	2,371,010	3,253,082
Sanofi–Aventis	2,627,625	2,513,510
SAP AG	1,600,807	1,506,133
SBM Offshore NV	1,358,303	1,275,212
Siemens AG	1,778,593	1,725,960
Singapore Telecom	2,327,265	2,494,988
Statoilhydro ASA	1,086,594	1,053,010
Swiss Reinsurance	1,768,742	1,657,822
Symantec Corp	1,000,641	–
Te Connectivity Ltd	1,093,255	–
Telefonica SA	1,450,298	1,405,206
Telefonica SA BDR	867,034	849,570
Telekom Austria	841,985	932,394
Telenor ASA	2,241,530	2,803,676
Tesco	1,202,764	1,111,054
Time Warner Cable	1,905,904	2,177,749
Total SA	2,409,776	2,393,940
Toyota Motor Corp	1,274,727	1,020,295
Trend Micro Inc	425,710	–
Turk Iletisim	1,151,301	1,596,177
Tyco Electronics Ltd	–	1,204,296
Tyco International	–	1,126,450
UBS AG	723,181	674,646
Unicredito Ital SPA	1,321,484	1,786,381
Unilever Plc	1,403,178	1,699,958
USS Co Ltd	922,217	1,759,902
Vale ADR	998,006	918,356
Vivendi Universal	804,475	755,219
Vodafone Group Plc	2,503,631	2,636,444
Watson Pharm Inc	851,531	1,298,138
Total	**133,975,666**	**136,027,567**

Templeton Global Growth Fund Ltd. ABN 44 006 558 149
Level 25
360 Collins Street
Melbourne, Victoria 3000
Telephone (03) 9603 1207
Facsimile (03) 9603 1299

DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Templeton Global Growth Fund Ltd. ("the Company") I state that -

1. In the opinion of the directors of the Company:

a) the financial statements. notes and the additional disclosures included in the Director's Report designated as audited, of the Company are in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Company's financial position as at 30 June 2011 and of its performance for the year ended on that date; and
- complying with Accounting Standards and Corporations Regulations 2001; and

b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ending 30 June 2011.

3. The Directors draw attention to note 2(a) to the financial statements, which includes a statement of compliance with International Financial Reporting Standards.

On behalf of the Board

D. A. WALSH
Chairman

Melbourne
23 August 2011

Ernst & Young Building
8 Exhibition Street
Melbourne VIC 3000 Australia
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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEMPLETON GLOBAL GROWTH FUND LTD

Report on the financial report

We have audited the accompanying financial report of Templeton Global Growth Fund Ltd (the "company"), which comprises the balance sheet as at 30 June 2011, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with the Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

Opinion

In our opinion:

a. the financial report of Templeton Global Growth Fund Ltd is in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the company's financial position as at 30 June 2011 and of its performance for the year ended on that date; and

   (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.

Report on the remuneration report

We have audited the Remuneration Report included in pages 28 to 30 of the directors' report for the year ended 30 June 2011. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Templeton Global Growth Fund Ltd for the year ended 30 June 2011 complies with Section 300A of the *Corporations Act 2001*.

Ernst & Young

Ernst & Young

T M Dring

Partner

Melbourne

23 August 2011

FIVE YEAR SUMMARY OF FINANCIAL INFORMATION

	2011	2010	2009	2008	2007
	$	$	$	$	$
INCOME STATEMENT					
Investment and other income	4,315,074	4,330,171	6,551,493	6,813,574	8,798,407
Expenses	2,348,057	2,318,280	2,379,962	2,816,651	2,789,327
Profit before realisation of investments and tax	1,967,017	2,011,901	4,171,531	3,996,923	6,009,080
Net gain/(loss) on realisation of investments	–	1,775,669	(13,423,751)	4,137,895	3,259,105
Profit/(loss) before income tax	1,967,017	3,787,570	(9,252,230)	8,134,818	9,268,185
Income tax expense/(benefit)	572,605	1,110,920	(2,796,386)	2,414,297	2,504,970
Operating profit/(loss) after tax	1,394,412	2,676,650	(6,455,834)	5,720,521	6,763,215
Other comprehensive income after tax	1,365,253	702,500	(8,388,231)	–	–
Total other comprehensive income after tax	2,759,665	3,379,150	(14,844,065)	5,720,521	6,763,215
BALANCE SHEET					
Assets					
Cash and receivables	2,057,421	1,472,480	6,026,886	2,560,742	9,615,205
Investments	133,975,666	136,027,567	129,590,793	157,061,185	214,913,050
Deferred tax asset	17,743,869	18,332,452	18,707,002	11,084,152	39,190
Total Assets	153,776,956	155,832,499	154,324,681	170,706,079	224,567,445
Liabilities					
Payables	246,985	257,781	224,980	243,924	349,597
Provisions	186,094	185,599	350,854	1,851,441	9,854,078
Total Liabilities	433,079	443,380	580,344	2,095,365	10,203,675
Net assets	153,343,877	155,389,119	153,744,337	168,610,714	214,363,770
Shares on issue	143,953,353	144,553,921	145,383,838	145,414,719	144,257,731
Earnings/(losses) per share (cents)	1.0	1.8	(4.4)	3.9	6.1
Dividends per share (cents)	3.0	0.0	0.0	5.0	6.0

Note Prior year comparatives, where necessary, have been adjusted to reflect the early adoption of Australian accounting standard AASB 9 on 7 December 2009.

ADDITIONAL ASX INFORMATION

SHAREHOLDING INFORMATION

Shareholdings at 31 July 2011	Number of Holders	Number of Shares
Distribution of Holders		
1 to 1,000 shares	222	109,571
1,001 to 5,000 shares	763	2,352,280
5,001 to 10,000 shares	738	5,686,881
10,001 to 100,000 shares	1,979	59,154,902
100,001 and over	161	76,649,719
Total	3,863	143,953,353

Shareholders with less than a marketable parcel of shares: 145

All ordinary shares carry one vote per share without restriction.

The names of the twenty largest shareholders of quoted shares as at 19 August 2011 are:

	Number of Shares	% of Total
1. RBC Dexia Investor Services Australia Nominees Pty Ltd*	11,535,717	8.01
2. Citicorp Nominees Pty Ltd	8,595,047	5.97
3. Australian Foundation Investment Company Limited	7,899,534	5.49
4. Questor Financial Services Limited <TPS RF A/C>	7,737,302	5.37
5. HSBC Custody Nominess (Australia) Limited A/C 3	4,693,976	3.26
6. J P Morgan Nominees Australia Limited	3,921,322	2.72
7. Lord Mayor's Charitable Fund	1,255,000	0.87
8. Custodial Services Limited	1,211,577	0.84
9. Ms. Gabrielle Rosa Baron and Mr Peter Michael Wilmshurst	1,031,830	0.72
10. Questor Financial Services Limited <TPS PIP A/C>	947,285	0.66
11. Mr Ross Ian Thompson	647,482	0.45
12. The Sir William Angliss Charitable Custodian Pty Ltd	625,000	0.43
13. RBC Dexia Investor Services Australia Nominees Pty Ltd <MLCI A/c>	604,062	0.42
14. Perpetual Trustees Consolidated Limited	603,931	0.42
15. Nendar Pty Ltd	589,181	0.41
16. Mr. Robert David Evans and Mrs.Meredith Nevill Evans	519,354	0.36
17. ANZ Trustees Limited	474,692	0.33
18. Supentian Pty Ltd	450,000	0.31
19. INVIA Custodian Pty Limited	443,669	0.31
20. Mr Steven Fahey and Mrs Lynette Fahey	442,184	0.31

SUBSTANTIAL SHAREHOLDERS

The following entities are recorded in the Company's Register of Substantial shareholders as at 19 August 2011.

* Maple-Brown Abbott Ltd., and various related bodies corporate	8,139,762
Australian Foundation Investment Company Limited	7,899,534
Financial and Investment Management Group Ltd	7,365,084
Questor Financial Services Limited	6,665,131

A person may be a substantial shareholder of the Company by virtue of the person or their associates holding a "relevant interest" in shares in the Company. A person may hold a "relevant interest" in shares in the Company even though they are not a shareholder.

STOCK EXCHANGE LISTINGS

The Company's shares are listed on the Australian Securities Exchange Ltd.

INVESTMENT DEALINGS

A list of all investments held as at 30 June 2011 is set out on pages 70 to 78.

During the year 30 June 2011 the Company completed 96 transactions in equity investments and the total brokerage paid or accrued on these transactions was $26,336.

During the year 30 June 2011 management fees paid or accrued for the management of the Company's investment portfolio was $1,415,559 – refer Note 21(b)

LIST OF INVESTMENTS AS AT 30 JUNE 2011

(Note: Certain investments which are listed in stock markets away from their normal place of business have been treated as if listed in their home countries.)

	Shares Held	A$ Value	% of Total
AUSTRALIA			
Retail			
PACIFIC BRANDS LTD: Manufactures, sources, markets and sells consumer lifestyle brands including apparel and manchester.	1,514,737	1,045,169	
		1,045,169	0.8
AUSTRIA			
Telecommunication Services			
TELEKOM AUSTRIA AG: Mobile and fixed line service provider with operations in a number of European countries.	70,460	841,985	
		841,985	0.6
BRAZIL			
Energy			
PETROBRAS: Multinational energy company.	37,610	1,078,486	
Mining			
VALE SA: Global mining company.	36,920	998,006	
		2,076,492	1.5
CHINA			
Telecommunication Services			
CHINA MOBILE LTD: Provider of mobile telecommunications services in China.	64,330	555,606	
CHINA TELECOM: Principal activity is the provision of wireline telecommunications services in provinces throughout Southern China and mobile services nationally.	3,238,000	1,955,097	
		2,510,703	1.9
EGYPT			
Telecommunication Services			
EGYPTIAN MOBILE PHONE: Mobile service provider.	39,462	785,981	
		785,981	0.6
FRANCE			
Automobiles & Components			
MICHELIN (CGDE): Manufactures tyres for automobiles, trucks and special vehicles.	15,841	1,444,828	
Banking			
CREDIT AGRICOLE SA: Banking group also operating in asset management and insurance.	133,743	1,876,406	
BNP PARIBAS SA: Global banking and financial services group.	17,910	1,291,065	

	Shares Held	A$ Value	% of Total
Energy			
GDF SUEZ SA: Active in the fields of electricity generation and distribution, natural gas and renewable energy.	16,090	549,864	
TOTAL SA: Explores for, produces, refines, transports and markets oil and natural gas. The company also operates a chemical division which produces polypropylene, polyethylene, polystyrene, rubber, paint, ink, adhesives, and resins.	44,670	2,409,776	
Industrials			
ALSTOM: Develops, constructs, markets and provides systems, components, and support in the fields of transport and energy infrastructure.	12,710	731,871	
Insurance			
AXA SA: A Company providing insurance (life and non-life), financial services and real estate services in Europe, Asia and North America.	89,718	1,903,902	
Media			
VIVENDI SA: Media and telecommunication conglomerate.	30,980	804,475	
Pharmaceuticals & Biotechnology			
SANOFI - AVENTIS: The Company's principal activity is the provision of products and services for health and nutrition.	35,036	2,627,625	
Telecommunications			
FRANCE TELECOM SA: Mobile and fixed line service provider with operations in a number of European countries.	113,623	2,256,546	
		15,896,358	11.9
GERMANY			
Automobiles & Components			
BAYER MOTOREN WERK: BMW manufactures and sells cars and motorcycles worldwide including BMW, Mini and Rolls Royce brands.	8,270	769,187	
Industrials			
LUFTHANSA AG: Airline operating both domestically and internationally.	55,360	1,123,812	
Information Technology			
SAP AG NPV: Corporation providing enterprise software applications and support.	28,330	1,600,807	
Insurance			
MUNCHENER RUECKV: Large insurance and reinsurance company.	5,650	807,229	
Pharmaceuticals			
MERCK KGAA: Global pharmaceutical and chemical enterprise.	13,390	1,359,090	
Transportation			
DEUTSCHE POST AG: Provides German domestic mail delivery, international parcel and mail delivery, freight delivery and logistics services.	66,890	1,199,801	

	Shares Held	A$ Value	% of Total
Technology Hardware & Equipment			
SIEMENS AG: Produces a wide range of industrial and consumer products including trains, electricity generation, medical equipment, building controls.	13,870	1,778,593	
Utilities			
E.ON AG: This conglomerate is one of Germany's largest electrical utilities, with interests in chemical plants, trading and transport services	40,450	1,072,574	
		9,711,093	7.2
HONG KONG			
Insurance			
AIA GROUP LTD: Pan-Asian life insurance group.	153,000	494,963	
Real Estate			
CHEUNG KONG HLDGS LTD: One of the largest property development companies in Hong Kong, with interests in telecommunications, shipping related services, trading, energy, finance and miscellaneous investments through its affiliate Hutchison Whampoa.	78,000	1,062,708	
		1,557,671	1.2
IRELAND			
Building and Construction			
CRH PLC: Core business involves primary materials production, value added building products and specialist building materials distribution. Operates in over 30 countries.	62,440	1,288,676	
		1,288,676	1.0
ITALY			
Banks			
UNICREDIT GROUP: Provides consumer and corporate banking and wealth management services in Italy. Now also operates in Germany, Austria and Eastern Europe.	670,200	1,321,484	
Energy			
ENI SPA: An Italian integrated oil and gas company with operations in 75 countries	58,750	1,295,264	
		2,616,748	2.0
JAPAN			
Automobile Manufacturers			
TOYOTA MOTOR CORP: Manufactures, sells, leases and repairs passenger cars, trucks, buses and their related parts worldwide. The Company also operates financing services through their subsidiaries.	33,500	1,274,727	
NISSAN MOTOR CO LTD: Multinational automaker.	104,900	1,021,561	

	Shares Held	A$ Value	% of Total
Diversified Financials			
NOMURA HOLDINGS INC: A securities company, which is active in a wide range of financial services including research, dealing, brokerage, underwriting and distribution of securities.	136,400	624,721	
MITSUBISHI UFJ FINANCIAL GROUP INC: A holding company established through the merger of Mitsubishi Tokyo Financial Group and UFJ Holdings. As a financial group, the company provides a variety of financial and investment services including commercial banking, and trust banking.	95,000	428,514	
Diversified Retail			
USS CO LTD ORD JPY NPV: Principally involved in the automobile auction business. The company operates three business segments in second hand car auctions, purchases and sales and recycling.	12,840	922,217	
Software			
TREND MICRO INC ORD: Develops, delivers and supports internet security solutions.	14,800	425,710	
Industrials			
ITOCHU CORP: General trading concern comprising textile, materials, machinery, aerospace, energy, chemical, food and finance divisions.	139,300	1,340,451	
		5,475,901	4.0
NETHERLANDS			
Consumer Durables			
KONINKLIJKE PHILIPS ELECTRONICS NV: One of Europe's largest producers of lighting and consumer electronics as well as medical devices, and industrial electronics.	46,440	1,113,170	
Diversified Financials			
ING GROEP NV: A life and general insurance group that offers a wide range of financial services to individuals, companies and institutions throughout the world.	186,125	2,139,721	
Media			
REED ELSEVIER NV: An international publishing and information provider.	129,886	1,627,399	
Oil and Gas			
SBM OFFSHORE NV: Engineers, supplies and installs most types of offshore terminals and related equipment. Also owns and operates a fleet of floating production storage and offloading units.	54,989	1,358,303	
		6,238,593	4.6

	Shares Held	A$ Value	% of Total
NORWAY			
Telecommunication Services			
TELENOR ASA: The leading telecom operator in Norway with mobile operations in countries such as Russia, Ukraine, Denmark, Hungary, Malaysia and Bangladesh.	145,820	2,241,530	
Petrochemicals			
STATOILYHYDRO ASA: Oil and gas field operator, also involved in refining of petroleum products and an operator of fueling stations.	45,760	1,086,594	
		3,328,124	2.5
RUSSIA			
Energy			
GAZPROM: Natural gas extractor.	90,420	1,231,388	
		1,231,388	0.9
SINGAPORE			
Consumer Durables			
FLEXTRONICS INTERNATIONAL: Contract electronics manufacturer.	190,350	1,139,682	
Investment Banking & Brokerage			
DBS GROUP HOLDINGS LTD: Provider of financial services including banking and finance, mortgage financing, corporate advisory services, stockbroking, and trustee services in Singapore and Hong Kong.	38,000	423,870	
Telecommunication Services			
SINGAPORE TELECOMMUNICATIONS LIMITED: Operates and provides telecommunications services in Singapore, Australia, India, Indonesia, Philippines, Thailand and Bangladesh.	971,000	2,327,265	
		3,890,817	2.9
SOUTH AFRICA			
Retail – Consumer Goods			
JD GROUP LIMITED: Sells furniture, appliances, and home entertainment products through six retail chains. The group's chain store brands include Bradlows, Russells, Joshua Doore, and Price N Pride.	104,420	604,283	
		604,283	0.4
SOUTH KOREA			
Banks			
KB FINANCIAL GROUP: Involved in the provision of commercial and personal banking services, which include remittances, deposits, foreign investments, corporate financing, financial advisory and mid-long term funding.	25,218	1,114,156	
Diversified Industrials			
MACQUARIE KOREA INFRASTRUCTURE FUND: Invests in infrastructure assets in the Republic of Korea.	249,510	1,064,159	
Diversified Metals & Mining			
POSCO SPONSORED ADR: A multinational steelmaker.	5,430	550,456	

	Shares Held	A$ Value	% of Total
Technology Hardware & Equipment			
SAMSUNG ELECTRONICS CO LTD: One of the world's leading DRAM and NAND memory manufacturers and a leading manufacturer of consumer electronics, displays and telecommunications equipment.	3,285	2,371,010	
		5,099,781	3.8
SPAIN			
Energy			
IBERDROLA SA: Electric and renewable energy operator.	110,824	920,756	
Telecommunication Services			
TELEFONICA SA BDR: The largest telephone company in Spain with primary markets in Spain, Latin America and Europe.			
– Ordinary	63,519	1,450,298	
– BDR	40,282	867,034	
		3,238,088	2.4
SWITZERLAND			
Diversified Financials			
UBS AG: A bank with a focus on investment banking and wealth management/private banking.	42,525	723,181	
Food Beverage & Tobacco			
NESTLE SA: The Group's principal activity is the manufacture of Beverages; Prepared dishes and cooking aids; Milk products, nutrition and ice cream; Pet care Products; Chocolate and Confectionery; and Pharmaceutical Products.	21,740	1,258,899	
Healthcare			
ROCHE HOLDINGS: Global healthcare company.	12,740	1,985,667	
Insurance			
SWISS REINSURANCE CO: Offers property/casualty, life and health insurance-based management sevices worldwide.	33,773	1,768,742	
Pharmaceuticals			
NOVARTIS AG: Multinational pharmaceutical company.	12,030	686,613	
		6,423,102	4.8
TAIWAN			
Technology Hardware & Equipment			
COMPAL ELECTRONICS: Manufacture and sale of computer equipment, mobile telephones and various electronic parts.	907,803	1,034,702	
		1,034,702	0.8
TURKEY			
Telecommunication Services			
TURKCELL: Offers mobile communication services in Turkey and other countries.	91,100	1,151,301	
		1,151,301	0.9

	Shares Held	A$ Value	% of Total
UNITED KINGDOM			
Banking			
HSBC HOLDINGS PLC: Provides a range of financial services including: personal financial services, commercial banking, investment banking and private banking services.	168,354	1,556,101	
LLOYDS BANKING GROUP: Provides a range of banking and financial services to personal and corporate customers. Its main business activities are retail, commercial, and corporate banking, general insurance, and life, pensions and investment provision.	228,100	167,590	
Capital Goods			
BAE SYSTEMS PLC: One of the leading global defence contractors.	154,301	736,736	
Consumer Staples			
TESCO PLC: Global grocery and general merchandising.	199,544	1,202,764	
Financials			
AVIVA PLC: Insurance group which provides life and general insurance.	94,645	622,920	
Pharmaceuticals & Biotechnology			
GLAXOSMITHKLINE PLC: Created from the December 2000 merger between GlaxoWellcome and SmithKline Beecham.	106,417	2,128,011	
Energy			
BP PLC: One of the leading global oil and petrochemicals companies with operations in over 100 countries.	263,142	1,809,648	
ROYAL DUTCH SHELL: Global energy and petrochemical group.	83,223	2,774,920	
Food Beverage			
UNILEVER PLC: One of the world's leading companies involved in the manufacture, marketing and sale of branded and packaged consumer goods.	46,669	1,403,178	
PREMIER FOODS PLC: Food producer, manufacturing and supplying products for the food service industry.	1,254,908	357,737	
Telecommunication Services			
VODAFONE GROUP PLC: Global mobile telecommunications services group.	1,010,320	2,503,631	
		15,263,236	11.4

	Shares Held	A$ Value	% of Total
UNITED STATES OF AMERICA			
Apparel Retail			
GAP INC: Global specialty apparel retailer.	37,610	635,498	
Banking			
BANK OF NEW YORK MELLON: Global financial services company.	60,270	1,441,729	
CITIGROUP INC: Financial conglomerate with operations in consumer, corporate and investment banking and insurance.	25,040	972,972	
Construction and Farm Machinery			
NAVISTAR INTERNATIONAL CORP: Manufacturer and marketer of medium and heavy trucks and mid-range diesel engines.	13,180	695,071	
Consurmer Discretionary			
HOME DEPOT INC: Home improvement specialty retailer.	36,510	1,234,165	
Electronics			
CISCO SYSTEMS INC: Supplier of networking equipment and network management for the internet.	104,790	1,526,923	
GENERAL ELECTRIC COMPANY: Multinational conglomerate.	102,730	1,807,802	
TE CONNECTIVITY LTD: Formerly known as Tyco Electronics Ltd is a provider of engineered electronic components, network solutions, undersea telecommunications systems and specialty products.	31,840	1,093,255	
Energy			
CHESAPEAKE ENERGY: Natural gas producer.	43,890	1,216,343	
CHEVRON CORP: Engages in oil and gas exploration, refining and marketing of oil, lubricants and fuels.	14,670	1,408,079	
Financials			
AMERICAN EXPRESS CO: Diversified global financial services company.	44,710	2,158,659	
MORGAN STANLEY CO: A global financial services firm that provides products and services to a diversified group of clients and customers, including corporations, governments, financial institutions and individuals.	38,785	833,954	
Healthcare			
AMGEN INC: Discovers, develops, manufactures, and markets human therapeutics based on cellular and molecular biology.	43,670	2,379,293	
BIOGEN IDEC INC: Global biotechnology company.	6,350	634,110	
CVS CAREMARK CORP: Retail pharmacy and healthcare corporation.	38,930	1,365,423	
GILEAD SCIENCES INC: Biopharmaceutical company that discovers, develops, manufactures and commercialises therapies for viral diseases, infectious diseases and cancer.	19,640	759,477	
MEDTRONIC INC: Medical devices technology company.	42,340	1,522,595	
MERCK & CO: Global research pharmaceutical company that discovers, develops, manufactures and markets a broad range of innovative products to improve human and animal health.	52,500	1,729,568	

	Shares Held	A$ Value	% of Total
PFIZER INC: A research-based, global pharmaceutical company that discovers, develops, makes and markets prescription medicines for humans and animals.	119,928	2,306,480	
WATSON PHARMACEUTICALS INC: Develops, manufactures, and sells proprietary and off-patent pharmaceutical products. The company develops drugs in the therapeutic areas of primary care, women's health, dermatology, and neurology/psychiatry.	13,270	851,531	
Information Technology			
DELL INC: A multinational information technology corporation.	95,890	1,493,075	
Insurance			
ACE LTD: Provider of property and casualty insurance and reinsurance.	17,070	1,049,137	
Media			
NEWSCORP: Diversified media and entertainment company operating in the areas of filmed entertainment, television, cable network programming, satellite television, magazines and newspapers.	86,520	1,460,318	
TIME WARNER CABLE : Media and entertainment conglomerate.	26,143	1,905,904	
Oil & Gas Drilling			
BAKER HUGHES INC: Oilfield services company.	15,100	1,023,122	
NOBLE CORP ORD: Offshore drilling contractor for the oil and gas industry.	21,810	802,240	
Software & Services			
MICROSOFT CORP: Computer software provider. Core offerings include Windows, Office, Windows Server. Newer products include Xbox and Windows Mobile.	121,360	2,945,015	
ORACLE CORP: Supplier of software and hardware for information technology management.	51,160	1,571,691	
ACCENTURE: Global management consulting, technology services and outsourcing company.	23,570	1,330,628	
SAIC INC: IT services provider to the US, State and local governments.	60,390	948,776	
SYMANTEC CORP: Provider of security software.	54,380	1,000,641	
		42,103,474	31.4
Total of investments		**133,975,666**	**100.0**

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DIRECTORY

DIRECTORS
D A Walsh (Chairman)
G N Webb (Deputy Chairman)
J Johnson
J F Harvey
J A Killen
G E McGowan

SECRETARY
M F Warwick

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Level 25, 360 Collins Street
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INVESTMENT MANAGER
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