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If you have sold or otherwise transferred all of your Shares in GTL Resources PLC please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

This document should be read in conjunction with the Annual Report and Accounts in respect of the year ended 31 March 2006, which has already been dispatched to Shareholders.



(Incorporated in England and Wales with Registered No 2811366)

NOTICE OF ANNUAL GENERAL MEETING

to be held on 30 November 2006

Notice of the Annual General Meeting to be held at 11 a.m. at Kempson House, Camomile Street, London EC3A 7AN on 30 November 2006 is set out on pages 4 to 6.

The action to be taken by Shareholders is set out on page 3. Whether or not you propose to attend the Annual General Meeting you are requested to complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed Form of Proxy. To be valid, the Form of Proxy must be completed and returned to the Company's registrars, Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol, BS99 3ZZ, as soon as possible but in any event so as to be received not less than 48 hours before the time appointed for the Annual General Meeting. Completion of a Form of Proxy will not preclude a member from attending and voting in person.



(Registered in England and Wales No. 2811366)

Registered Office: 133 High Street, Yarm, TS15 9BB

Directors:

Peter Middleton (*Chairman*)
Michael Brennan (*Finance Director*)
Daniel de Lange (*Executive Director*)
Richard Ruebe (*Executive Director*)
Graham Wickham (*Non-executive*)
Michael Nobbs (*Non-executive*)
Julia Henderson (*Non-executive*)

6 November 2006

Dear Shareholder,

Annual General Meeting 2006

I am writing to inform you that the Annual General Meeting (the “AGM”) of GTL Resources PLC (the “Company”) will be held at 11 a.m. on 30 November 2006 at Kempson House, Camomile Street, London EC3A 7AN. The formal notice of the AGM and the text of the Resolutions to be proposed are set out on pages 4 to 6.

Ordinary Business

Annual report and accounts (Resolution 1)

Shareholders will be asked to receive and adopt the Annual Report and Accounts of the Company for the year ended 31 March 2006 together with the report of the auditors (the “Accounts”).

Re-appointment of Directors (Resolutions 2 to 4)

Richard Ruebe was appointed by the Board during the year and accordingly retires in accordance with Article 86 of the Company’s Articles of Association, and being eligible, offers himself for re-election.

Michael Brennan and Daniel de Lange are the Directors retiring by rotation this year in accordance with Article 91 of the Company’s Articles of Association and, being eligible, offer themselves for re-election.

Auditors (Resolution 5)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. KPMG Audit PLC have indicated their willingness to continue in office. Accordingly, Resolution 5 re-appoints KPMG Audit PLC as auditors to the Company and authorises the Directors to fix their remuneration.

Special Business

Share consolidation (Resolution 6)

It is proposed that every 100 Ordinary Shares of 0.01p each in the Company should be consolidated into 1 new ordinary share of £1.00 (the “New Shares”). Following consolidation, Shareholders will hold 1 New Share for every 100 Ordinary Shares which they held at 5pm on 30 November 2006. The New Shares will have the same rights as the existing Ordinary Shares.

CREST shareholders will receive their New Shares on 1 December 2006. Share certificates for Shareholders holding ordinary shares in certificated form will be despatched on 7 December 2006.

There will be no entitlements to fractions of New Shares arising on consolidation; any fractions arising will be aggregated and sold in the market as soon as practicable. The net proceeds of such sales will be distributed amongst the Shareholders entitled thereto unless such proceeds are less than £3 per entitled Shareholder, in which case the net proceeds will be retained for the benefit of the Company.

As all shareholdings in the Company will be consolidated, your percentage holding in the Company will (save for fractional entitlements) be unchanged following the consolidation.

Authority of Directors to allot shares (Resolution 7)

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the Shareholders in General Meeting under Section 80 Companies Act 1985. Upon the passing of Resolution 7 the Directors will have authority to allot the authorised but unissued ordinary share capital which is equivalent to approximately 40 per cent of the current issued share capital.

Partial disapplication of pre-emption rights (Resolution 8)

Under the Companies Act 1985, the Directors require authority from Shareholders before allotting new shares (or rights in respect of shares) for cash without first offering them to existing Shareholders in proportion to their existing holdings. Resolution 8 will, if passed, disapply the statutory pre-emption rights for cash issues of the Company's shares in various ways, including:

- (a) providing flexibility, in the normal way, for the implementation of rights issues, open offers or equivalent offers;
- (b) authorising issues pursuant to the Company's share scheme; and
- (c) authorising the allotment of shares up to an aggregate nominal amount of £2,400,000 million (equivalent to approximately 10 per cent. of the Company's issued share capital at the date of the notice of this Resolution).

The authority under Resolution 8, if given, will expire at the conclusion of the Annual General Meeting of the Company in 2007 or on the date falling 15 months after the passing of this Resolution whichever is the earlier.

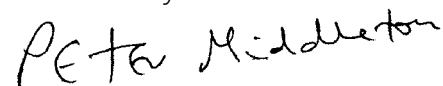
Action to be taken

You will find enclosed a Form of Proxy for use at the AGM. Please complete, sign and return the enclosed Form of Proxy as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Forms of Proxy should be returned so as to be received by the Company's registrars, Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol, BS99 3ZZ not later than 48 hours before the time appointed for the meeting. The Completion and return of the Form of Proxy will not preclude you from attending in person and voting at the meeting should you subsequently decide to do so.

Recommendation

Your Directors consider that the proposals described in this letter are in the best interests of the Company and Shareholders as a whole and unanimously recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM, as they intend to do in respect of their own holdings.

Yours sincerely



Peter Middleton
Chairman

GTL RESOURCES PLC

(Incorporated in England and Wales with Registered No 2811366)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Kempson House, Camomile Street, London EC3A 7AN on 30 November 2006 at 11.00 a.m. for the following purposes:

As Ordinary Business:

- 1 To receive and adopt the report of the Directors and the audited accounts of the Company for the year ended 31 March 2006 together with the report of the auditors.
- 2 To re-elect Richard Ruebe, who was appointed during the year and retires in accordance with Article 86 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director.
- 3 To re-elect Michael Brennan, who retires by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director.
- 4 To re-elect Daniel de Lange, who retires by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director.
- 5 To reappoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.

As Special Business:

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

THAT

- (a) every 100 Ordinary Shares of 1 pence each of the Company in issue at 5pm on 30 November 2006 be consolidated (such consolidation to take effect from 07.00 hours on 1 December 2006) into 1 New Ordinary Share of £1.00 having attached thereto the rights specified in the Articles of Association of the Company;
- (b) every 100 Ordinary Shares of 1 pence each of the Company authorised but unissued at 5pm on 30 November 2006 be consolidated (such consolidation to take effect from 07.00 hours on 1 December 2006) into 1 New Ordinary Share of £1.00 having attached thereto the rights specified in the Articles of Association of the Company;
- (c) the Company be and is hereby authorised to sell any fractional shares arising from the consolidation at the best price reasonably obtainable and to distribute the net proceeds of such sale amongst each Shareholder entitled to such fractions in due proportions unless the net proceeds of their fractional share are, after deduction of the proper expenses of such sale, less than £3, whereupon the net proceeds of such sale shall belong to and be vested in the Company, and to otherwise deal with fractions in accordance with the Articles of Association of the Company as determined by the Directors.

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

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £9,297,000 during the period commencing on the date of the passing of this Resolution and expiring on 29 November 2011 (both dates inclusive), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

8 To consider and, if thought fit, to pass the following resolution as a special resolution:

THAT the Directors be and they are hereby empowered, pursuant to section 95 Companies Act 1985 subject to the passing of Resolution 7 set out in the notice of the Annual General Meeting of the Company held on 30 November 2006, to allot equity securities (within the meaning of section 94 Companies Act 1985) for cash pursuant to the authority given by the said Resolution as if section 89(1) Companies Act 1985 did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities:

- (i) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of ordinary shares and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto including equity securities which, in connection with such offer or invitation, are the subject of, or the arrangements for which provide for, such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever;
- (ii) pursuant to the terms of any share option scheme adopted by the Company;
- (iii) (otherwise than pursuant to sub-paragraphs (i) and (ii) above) up to an aggregate nominal amount of £2,400,000;

and shall expire at the conclusion of the Annual General Meeting of the Company in 2007, or, if earlier, on the date falling 15 months after the date of the passing of this Resolution except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements and all authorities previously conferred under section 95 Companies Act 1985 be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

Dated 6 November 2006

By order of the Board

Joanne Lavery
Company Secretary

Registered office:

133 High Street,
Yarm
Tees Valley
TS15 9BB
United Kingdom

Notes:

- 1 A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and (on a poll) vote instead of him. A proxy need not be a member of the Company.
- 2 A Form of Proxy is provided with this notice. Completion and return of such a proxy will not prevent a member from attending the Meeting and voting in person.
- 3 To be effective, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the Company's registrars, Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol, BS99 3ZZ, not less than 48 hours before the time of the holding of the Meeting or any adjournment thereof.
- 4 Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) only those Shareholders registered as members of the Company at 11.00 a.m. on 28 November 2006 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 11.00 a.m. on 28 November 2006 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
- 5 The Register of Directors' interests in the shares of the Company and copies of the service agreements between the Company and its Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the Meeting and also on the date and at the place of the Meeting from 10.30 a.m. until the conclusion of the Meeting.

At the Annual General Meeting to be held on 30 November 2006

As a Shareholder of GTL Resources PLC you have the right to attend, speak at and vote at the Annual General Meeting. If you cannot, or do not want to attend the Meeting, but still want to vote, you can appoint someone to attend the Meeting and vote on your behalf. That person is known as a "proxy". You can use this Proxy Form to appoint the Chairman of the Meeting, or someone else, as your proxy. Your proxy does not need to be a shareholder of the Company. However, if your proxy is not a shareholder, he or she cannot speak at the Meeting except to ask for a poll vote.

I/We (name in full)(in BLOCK CAPITALS)
of.....
being (a) member(s) of the Company entitled to attend and vote at meetings, hereby appoint the Chairman of the meeting or(see Note 1)
as my/our proxy to attend and, on a poll, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 30 November 2006, and at any adjournment thereof (see Notes 2, 4 and 5).

Please indicate with an "X" in the appropriate box opposite the resolutions how you wish your votes to be cast.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1 To receive and adopt the Annual Report and Accounts for the year ended 31 March 2006 together with the report of the auditors				
2 To re-elect Richard Ruebe as a Director				
3 To re-elect Michael Brennan as a Director				
4 To re-elect Daniel de Lange as a Director				
5 To re-appoint KPMG Audit Plc as auditors and to authorise the Directors to fix their remuneration				
6 To consolidate the share capital into Ordinary Shares of £1.00 each				
7 To give Directors authority to allot shares				
8 To disapply pre-emption rights				

Date:2006 Signature: (see note 6)

- 1 If you wish to appoint as a proxy a person other than the Chairman of the Meeting (who need not be a member), please delete the words "the Chairman of the Meeting" and insert the name of the other person. All alterations made to this Proxy Form must be initialled by the signatory.
- 2 The completion and return of this Proxy Form will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
- 3 A member may appoint more than one proxy to attend. When two or more valid but differing appointments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was lastly validly received, none of them shall be treated as valid in respect of that share.
- 4 If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting.
- 5 The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. The "Discretionary" option is provided to enable you to give discretion to your proxy to vote or abstain from voting on a particular resolution as he or she thinks fit.
- 6 This Proxy Form must be signed by the Shareholder or his/her attorney. Where the Shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint Shareholders, any one Shareholder may sign this Proxy Form. The vote of the senior joint Shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- 7 To be valid, this Proxy Form (together, if appropriate, with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board of Directors) must be deposited at the offices of Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol, BS99 3ZZ, no later than 48 hours before the time appointed for the holding of the Meeting (or any adjournment).



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BUSINESS REPLY SERVICE
Licence No. SWB 1002



Computershare Investor Services Plc
PO Box 1075
The Pavilions
Bridgwater Road
Bristol
BS99 3ZZ

FIRST FOLD

THIRD FOLD and tuck in flap opposite

