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The London Stock Exchange has not examined or approved the contents of this document. The Directors, whose names are set out on page 4, and the Company accept responsibility for the information contained in this document including individual and collective responsibility. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document, for which they accept responsibility, is in accordance with the facts and does not omit anything likely to affect the import of such information. The whole of the text of this document should be read.

TV COMMERCE HOLDINGS PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05292528)

CHANGE OF NAME TO GEMSTONES OF AFRICA GROUP PLC

and

NOTICE OF EXTRAORDINARY GENERAL MEETING

Your attention is drawn to the letter from the Chairman of TV Commerce Holdings Plc set out in this document which recommends you to vote in favour of the resolution set out in the Notice of Extraordinary General Meeting referred to below.

Notice of an Extraordinary General Meeting of TV Commerce Holdings Plc, to be held at the offices of Daniel Stewart & Company Plc, 36 Old Jewry, London, EC2R 8DD at 11.00 a.m. on 22 January 2009, is set out at the end of this document. The Form of Proxy for use at the Extraordinary General Meeting accompanies this document (coloured white) and, to be valid, should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not later than 11.00 a.m. on 20 January 2009. Completion of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person.

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In accordance with the AIM Rules, a copy of this document is also available on the Company's website, www.tvcommerce.co.uk.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular publication date	31 December 2008
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 20 January 2009
Extraordinary General Meeting	11.00 a.m. on 22 January 2009
Change of name effective	23 January 2009

If any of the details contained in the timetable above should change, the revised times and dates will be notified to the Shareholders by means of a Regulatory News Service announcement. All events listed in the above timetable following the Extraordinary General Meeting are conditional upon Shareholders' approval of the proposed change of name.

DEFINITIONS

The following definitions apply throughout this document, except where the context requires otherwise.

“Board” or “Directors”	the board of directors of the Company, whose names are set out on page 4 of this document
“Companies Act”	means the Companies Act 1985 (as amended) and the Companies Act 2006, so far as it is in force
“Company” or “TV Commerce Holdings Plc”	TV Commerce Holdings Plc, the company incorporated in England and Wales with company number 05292528
“Daniel Stewart”	Daniel Stewart & Company plc, the Company’s nominated adviser and broker
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at the offices of Daniel Stewart, 36 Old Jewry, London, EC2R 8DD convened for 11.00 a.m. on 22 January 2009 (or any adjournment thereof)
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders at the EGM
“Ordinary Shares”	ordinary shares of 0.02 pence each in the capital of the Company
“Resolution”	the special resolution to be proposed at the EGM, as set out in the EGM Notice
“Shareholders”	holders of Ordinary Shares

In this document, all references to times and dates are in reference to those observed in London, England.

TV COMMERCE HOLDINGS PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05292528)

Directors:

John David Ian Hargreaves (*Chairman & Chief Executive Officer*)
Rakesh Ramesh Patel (*Non-Executive Director*)
Nicolas John Eastwood (*Non-Executive Director*)

Registered Office:

Aston House
Cornwall Avenue
London
N3 1LF

31 December 2008

To the holders of Ordinary Shares

Dear Shareholder,

Proposed change of name from TV Commerce Holdings Plc to Gemstones of Africa Group plc

Introduction

Your Board proposes that the name of the Company should be changed from TV Commerce Holdings Plc to Gemstones of Africa Group plc. Under the Companies Act, a change of name requires the passing of a special resolution of Shareholders at an Extraordinary General Meeting.

Background to and reasons for a change of name

The Board believe that the name change is necessary to reflect the investing strategy of the Company. The Company's strategy is to invest in, participate in joint ventures with or acquire one or more companies or businesses in, the natural resource sector in Africa, although it will also consider other geographical areas if the Board deem an opportunity to be appropriate.

The Directors believe that the natural resource sector is capable of delivering attractive levels of investment return and that there are a number of companies in this sector that would benefit from greater access to capital, quoted profile and support.

Your Board believes that the proposed change of name better reflects the change in the Company's strategy and is in the best interests of the Company and its shareholders and that the change should be made as soon as possible.

Extraordinary General Meeting

You will find set out at the end of this document a notice convening, an Extraordinary General Meeting of the Company to be held at the offices of Daniel Stewart & Company Plc, 36 Old Jewry, London, EC2R 8DD at 11.00 a.m. on 22 January 2009. At the EGM, the Resolution will be proposed to approve the proposal to change the name of the Company from TV Commerce Holdings Plc to Gemstones of Africa Group plc. The approval of 75 per cent. of the Shareholders voting at the EGM, in person or by proxy, must be obtained for the Resolution to be passed.

Action to be taken

You are requested to complete and sign the enclosed Form of Proxy for use at the EGM and to return it to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU, so as to arrive as soon as possible and, in any event, not later than 11.00 a.m. on 20 January 2009. Completion and return of a Form of Proxy will not prevent you from attending and voting at the meeting in person should you wish to do so.

Recommendation

The Board is of the opinion that the proposal to change the name of the Company better reflects the change in the Company's strategy and is in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the EGM, as they intend to do in respect of their own shareholdings.

Yours faithfully

John David Ian Hargreaves

Chairman

TV COMMERCE HOLDINGS PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05292528)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of TV Commerce Holdings Plc (the “Company”) will be held at 11.00 a.m. on 22 January 2009 at the offices of Daniel Stewart & Company Plc, 36 Old Jewry, London, EC2R 8DD for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT:

- the name of the Company be and is hereby changed to Gemstones of Africa Group plc.

On behalf of the Board

John David Ian Hargreaves

Chairman

Registered Office:

Aston House
Cornwall Avenue
London
N3 1LF

Dated: 31 December 2008

NOTES

1. Any member entitled to attend and vote at the above Extraordinary General Meeting (the “Meeting”) may appoint one or more other person(s) in respect of different shares held by him as a proxy or proxies to exercise all or any of his rights to attend, speak and to vote in his stead. A proxy need not be a member of the Company. Members will receive a Form of Proxy with this document. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the Meeting, or any adjournment thereof, in person.
2. To be valid, Forms of Proxy must be completed and deposited with the Company’s registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of the Meeting and in default will not be treated as valid.
3. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.
4. You can only appoint a proxy using the procedures set out in these notes and the notes to the enclosed Form of Proxy.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars at the Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
6. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the register of members of the Company as at close of business on 20 January 2009 (or if the Meeting is adjourned, members registered in the register of members of the Company not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time.

Changes to entries on the relevant register of securities after close of business on 20 January 2009 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

8. Arrangements will be put in place at the meeting in order to facilitate voting by representatives of members which are corporations on a poll (if required) in accordance with the procedures set out in the Institute of Chartered Secretaries and Administrators' January 2008 guidance note on "Proxies & Corporate Representatives at General Meetings" (accessible at www.icsa.org.uk).
9. Except as provided above, members who have general queries about the Meeting should mail the Company Secretary at Aston House, Cornwall Avenue, London N3 1LF (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of Meeting; or any related documents (including the chairman's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

