

14 July 2009

Listed Company Relations  
New Zealand Exchange Limited  
Level 2, NZX Centre  
11 Cable Street  
**WELLINGTON**

## **GENESIS RESEARCH AND DEVELOPMENT CORPORATION LIMITED SHARE PURCHASE PLAN**

Genesis Research and Development Corporation Limited (**Genesis**) has today announced that it will make an offer under a share purchase plan (**SPP**) to its New Zealand and Australian shareholders. Genesis provides the following information:

1. Genesis is offering each shareholder with a registered address in Australia or New Zealand between NZ\$1,000 and NZ\$5,000 worth of new fully paid ordinary shares in the capital of Genesis at a price of NZ\$0.06 per share.
2. Genesis is able to make this offer to shareholders without providing a disclosure document in accordance with class order relief (02/831) provided by the Australian Securities and Investments Commission (**ASIC Class Order**) and the New Zealand Securities Act (NZX – Share and Unit Purchase Plans) Exemption Notice 2005 (**NZ Exemption Notice**).
3. The issue price of NZ\$0.06 under the SPP has been calculated on the basis that:
  - 3.1 the issue price is required under the ASIC Class Order and the NZ Exemption Notice to be at a discount to the market prices of Genesis' shares traded on both the ASX and NZX over a specified trading period; and
  - 3.2 Genesis considers that the issue price is a sufficient discount to the lower of the current market prices of Genesis' shares traded on the ASX and NZX to encourage shareholder participation in the SPP.
4. The SPP will be available to Australian and New Zealand shareholders who are registered shareholders at 5.00 pm (NZT) on 21 July 2009.
5. Australian custodians acting as trustee or nominee in respect of more than one beneficiary will be able to apply for up to NZ\$5,000 of new shares for each occasion that they are separately recorded on the Genesis share register as trustee or nominee for a different beneficiary. New Zealand custodians (trustee corporations, nominee companies or bare trustees holding Genesis shares on behalf of another person) are able to apply for up to NZ\$5,000 of new shares for each different beneficial owner on whose behalf they hold shares for (provided the New Zealand custodian certifies certain matters to Genesis when applying for shares under the SPP).

6. The new shares to be issued under the SPP will on allotment rank equally with existing ordinary shares on issue.
7. The maximum number of shares that may be issued under the SPP without shareholder approval is 7,838,040. Shareholder approval is not required and is not being sought in relation to the issue under the SPP.
8. The letter to shareholders setting out the terms of the SPP will be mailed to shareholders on 24 July 2009.
9. The purpose of the SPP is to give shareholders the opportunity to subscribe for shares at the price of NZ\$0.06 per share without having to incur brokerage fees, and to raise additional funds for Genesis' ongoing operations.

Yours faithfully

**GENESIS RESEARCH AND DEVELOPMENT CORPORATION LIMITED**



Stephen Hall  
Chief Executive

# Appendix 7

EMAIL: [announce@nzx.com](mailto:announce@nzx.com)

## Notice of event affecting securities

NZX Listing Rule 7.12.2. For rights, Listing Rules 7.10.9 and 7.10.10.  
For change to allotment, Listing Rule 7.12.1, a separate advice is required.

Number of pages including this one  
(Please provide any other relevant details on additional pages)

Full name of Issuer **GENESIS RESEARCH AND DEVELOPMENT CORPORATION LIMITED**

Name of officer authorised to make this notice **STEPHEN HALL** Authority for event, e.g. Directors' resolution

Contact phone number **09 3743710** Contact fax number **09 3735601** Date / /

Nature of event Tick as appropriate  
 Bonus Issue  If ticked, state whether: Taxable  / Non Taxable  Conversion  Interest  Rights Issue Renounceable   
 Rights Issue non-renounceable  Capital change  Call  Dividend  If ticked, state whether: Interim  Full Year  Special

EXISTING securities affected by this *If more than one security is affected by the event, use a separate form.*

Description of the class of securities **ORDINARY SHARES** ISIN **NZGEN0001S7**  
*If unknown, contact NZX*

Details of securities issued pursuant to this event *If more than one class of security is to be issued, use a separate form for each class.*

Description of the class of securities **ORDINARY SHARES** ISIN **NZGEN0001S7**  
*If unknown, contact NZX*

Number of Securities to be issued following event **N/A** Minimum Entitlement  Ratio, e.g. ① for ②  for

Conversion, Maturity, Call Payable or Exercise Date **N/A** Treatment of Fractions

Strike price per security for any issue in lieu or date Strike Price available. **NZ \$0.06** Tick if *pari passu*  OR provide an explanation of the ranking

Monies Associated with Event *Dividend payable, Call payable, Exercise price, Conversion price, Redemption price, Application money.*

*In dollars and cents*  
 Amount per security \$  Source of Payment   
 Currency  Supplementary dividend details - Listing Rule 7.12.7  
 Total monies \$  Amount per security in dollars and cents \$   
 Date Payable

Taxation *Amount per Security in Dollars and cents to six decimal places*  
 In the case of a taxable bonus issue state strike price \$  Resident Withholding Tax \$  Credits (Give details) \$

Timing (Refer Appendix 8 in the Listing Rules)

Record Date 5pm For calculation of entitlements **21 July 2009** Application Date Also, Call Payable, Dividend / Interest Payable, Exercise Date, Conversion Date. **11 August 2009**

Notice Date Entitlement letters, call notices, conversion notices mailed **24 July 2009** Allotment Date For the issue of new securities. Must be within 5 business days of record date. **14 August 2009**

OFFICE USE ONLY

Ex Date:  Security Code:   
 Commence Quoting Rights:  Security Code:   
 Cease Quoting Rights 5pm:   
 Commence Quoting New Securities:   
 Cease Quoting Old Security 5pm: