

22.4.09

3025072

THIS AGREEMENT is made the 1st of May 2009

BETWEEN PRESTIGE CARE LIMITED company number 03025072 whose registered office is at Low Crook Farm Durham Lane Eaglescliffe Stockton on Tees TS16 0PG ("Prestige Care") of the one part and SUKHRAJ SINGH of Low Crook Farm Durham Lane Eaglescliffe Stockton on Tees TS16 0PG and MANJIT SINGH of Low Crook Farm Durham Lane Eaglescliffe Stockton on Tees TS16 0PG (together called "Mr. and Mrs. Singh")

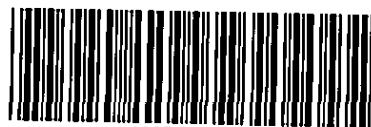
RECITALS

1. Mr. and Mrs. Singh are each the owner of one ordinary one pound share in the capital of Prestige Properties (North East) Limited company registration number 06025299 ("the Company")
2. Mr. and Mrs. Singh have agreed to transfer their shares in the Company to Prestige Care in consideration of the issue to them of one ordinary one pound share in Prestige Care on the terms set out in this Agreement

WHEREBY it is agreed as follows;

1. In consideration of the allotment to them each of one ordinary one pound share in and by Prestige Care Mr. and Mrs. Singh jointly and severally agree to transfer each of their one pound ordinary shares in the Company being the entire issued share capital of the Company and by virtue of which the Company shall become a wholly owned subsidiary of Prestige Care
2. The completion date for the above transaction shall be the 1st of May 2009
3. Upon the completion date Mr. and Mrs. Singh shall each deliver to Prestige Care their respective share certificate and the duly executed stock transfer form in favour of Prestige Care in respect of their shares in the Company and Prestige Care shall provide share certificates to

FRIDAY



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22/05/2009

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COMPANIES HOUSE

We certify that this is a
true copy of the original
THORP PARKER LLP
SOLICITORS
Stokesley
North Yorkshire
TS9 5AD

Mr. and Mrs. Singh each for one ordinary one pound share in Prestige
Care

4. Mr. and Mrs. Singh warrant to Prestige Care that they are the sole
absolute and unencumbered owners of their shares in the Company as
at the completion date

EXECUTED as a Deed by)

PRESTIGE CARE LIMITED)

Acting by

Director

Director/Secretary

SIGNED AS A DEED)

by the said SUKHAJ)

SINGH in the presence of:-)

Witness.....

Name.....

RICHARD H. PARKER

Address.....

SOLICITOR

STOKESLEY

NORTH YORKSHIRE

Occupation.....

SIGNED AS A DEED)

by the said MANJIT SINGH)

in the presence of:-)

Witness.....

Name.....

RICHARD H. PARKER

Address.....

SOLICITOR

STOKESLEY

NORTH YORKSHIRE

Occupation.....

S. Singh

M. Singh

S. Singh

M. Singh