



Compliance Statement

ZhongDe Waste Technology AG complies with the recommendations of the German Corporate Governance Code as amended on 6 June 2008 except the following deviations:

The recommendations in Clause 4.2.2 and Clause 4.2.3 of the German Corporate Governance Code do not apply, as the members of the Management Board of ZhongDe Waste Technology AG merely entered into service agreements with the Chinese subsidiary Fujian FengQuan Environmental Protection Equipment Ltd., but not with ZhongDe Waste Technology AG.

There is currently no stock option plan and no pension promise for the benefit of the members of the Management Board. Therefore the recommendations in accordance with Clause 4.2.5 para. 2 of the German Corporate Governance Codex do not apply.

The company has not introduced an age limit for the members of the Management Board and therefore deviates from the recommendation in Clause 5.1.2 para. 3, sentence 3 of the German Corporate Governance Codex.

The recommendations of Clause 5.2 para. 2 and Clause 5.3 do not apply, as the Supervisory Board only consists of three members and there are therefore no committees.

The company deviates from the recommendation of clause 5.4.1, sentence 2 of the German Corporate Governance Codex as there is no age limit for members of the Supervisory Board.

The D&O insurance policies do not provide for an excess for members of the Management Board and the Supervisory Board. The company deviates insofar from the recommendation in Clause 3.8 para 2 of the German Corporate Governance Codex.

The company will presumably not exactly meet the 45 day time line for the publication of the interim reports as recommended under clause 7.1.2 sentence 2 of the German Corporate Governance Code.

The company has not met the 90 day time line for the publication of the consolidated financial statements as recommended under clause 7.1.2 sentence 2 of the German Corporate Governance Code. However, the company is aiming at achieving such time line in near future.

The Compliance statement 2009 of ZhongDe Waste Technology AG was released on the company's website.

Hamburg, 6 April 2009

Management Board
Supervisory Board
ZhongDe Waste Technology AG