ZhongDe Waste Technology AG
Annual General Meeting on Tuesday, 28 June 2011,
11:00 a.m. CEST, in the "Kappa" room in the Frankfurt Messe Turm,
Friedrich-Ebert-Anlage 49, 60327 Frankfurt am Main

Power of attorney and instructions to the proxy holder appointed by the company:

Admission ticket number: ..... Number of shares: .....

Issued to: ....
(Surname, first name) (Post code / place of residence)

The proxy holder appointed by the company shall exercise the voting rights solely on the basis of the instructions issued by the shareholder. Issue and revocation of a power of attorney to the proxy holder appointed by the company as well as instructions issued in this regard must be in writing. For organisational reasons please send powers of attorney and instructions to the company appointed proxy issued before the General Meeting together with the admission ticket for the General Meeting to ZhongDe Waste Technology AG at the latest by Friday, 24 June 2011, 24:00 hours, to the following address: ZhongDe Waste Technology AG, - Executive Board -, Herriotstr. 1, 60528 Frankfurt, or fax no.: +49 69 677 33 200, or by e-mail: hv@zhongde-ag.de. This also applies for revocation or amendment to powers of attorney or instructions to the designated proxy. The right of revocation or amendment of powers of attorney granted and instructions issued by the shareholder participating in the General Meeting in person shall remain unaffected. Alternatively, it is also permissible to handover powers of attorney and instructions to the designated proxy during the General Meeting. Please mark your instructions for the votes below. Only one box may be checked for each agenda item. If you do not issue instructions on an agenda item or any counter-proposal, or if the instructions are not express or clear this will be counted as an abstention. The proxy designated by the company will also only object to any counter-proposal in accordance with your instructions.

PLEASE CHECK HERE IF YOU WISH TO CONSENT TO ALL OF THE PROPOSALS OF MANAGEMENT: O

IF YOU DO NOT WISH TO CONSENT TO ALL OF THE PROPOSALS OF MANAGEMENT PLEASE NOTE YOUR INSTRUCTIONS HERE:

Agenda items*		**For the proposal of management**	**Against the proposal of management**	**Abstentions**
2.	Distribution of balance sheet profit	O	O	O
3.	Ratification of the acts of the Executive Board	O	O	O
4.	Ratification of the acts of the Supervisory Board	O	O	O
5.	Appointment of the auditor	O	O	O
6.	Remuneration of the Supervisory Board	O	O	O
7.	Relocation of company's legal domicile and amendment of the Articles of Association	O	O	O

*) The complete text of convention and the proposed resolutions of management was published in the electronic Official Gazette of the Federal Republic of 19 May 2011.

Any proposals from shareholders received which are subject to disclosure requirements are accessible, in some cases together with a comments by management, on the website www.zhongde-ag.de under the heading "Investor Relations" and there under "Hauptversammlung". You can agree with shareholder proposals by voting above "against the proposal of management" and "for the shareholder proposal" in the following table. Please enter the number of the shareholder proposal and check the appropriate box.

Proposals by shareholders	For the shareholder proposal	Against the shareholder proposal	Abstention
No.:	☐	☐	☐
No.:	☐	☐	☐
No.:	☐	☐	☐

I / we hereby authorise the proxy of ZhongDe Waste Technology AG, Mr Karl Richter, Hamburg to represent my / our voting rights for my / our above shares in accordance with my / our instructions set out above; he shall be released from the restrictions of § 181 German Civil Code. The power of attorney includes the right to issue this power of attorney to third parties.

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Place / date / signature(s) or completion of the declaration pursuant to § 126 b German Civil Code