

TRANSLATION FOR CONVENIENCE PURPOSES ONLY

ZhongDe Waste Technology AG Frankfurt/Main

ISIN DE000ZDWT018 / WKN ZDWT01

Invitation to the Annual General Meeting

We herewith invite our shareholders to the

Ordinary Annual General Meeting of ZhongDe Waste Technology AG

which takes place

on **30 August 2012**, at **11:00 CEST**,

at the Marriott Hotel Frankfurt am Main, Rooms Alabaster 1 and 2
Hamburger Allee 2, 60486 Frankfurt am Main

Agenda

- 1. Presentation of the approved Annual Financial Statements of ZhongDe Waste Technology AG as at 31 December 2011 together with the Status Report, the approved Consolidated Financial Statements as at 31 December 2011 together with the Consolidated Status Report, the Supervisory Board Report and the Explanatory Report on the information required pursuant to sec. 289 para. 4, sec. 315 para 4 of the German Commercial Code (HGB) for the fiscal year 2011**

The aforesaid documents relating to Agenda Item 1 will be made available on the Company's website at www.zhongde-ag.de. The documents will also be on display at the annual general meeting. Since the Supervisory Board has already approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Executive Board pursuant to sec. 172 of the German Stock Corporation Act (AktG), no resolution is provided for on Agenda Item 1.

- 2. Ratification of the actions of the Executive Board for the fiscal year 2011**

The Executive Board and the Supervisory Board propose to resolve as follows:

“The actions of the Executive Board members being in office in the fiscal year 2011 are ratified for the respective time period.”

3. Ratification of the actions of the Supervisory Board for the fiscal year 2011

The Executive Board and the Supervisory Board propose to resolve as follows:

“The actions of the Supervisory Board members being in office in the fiscal year 2011 are ratified for the respective time period.”

4. Appointment of the Auditor and the Group Auditor for the Annual Financial Statement and the Consolidated Financial Statements for the fiscal year 2012

The Supervisory Board proposes to resolve as follows:

“Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor of the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2012 and, if applicable, for the review of the interim financial reports until the next ordinary annual general meeting.”

5. Election of Supervisory Board members

Mr. Quan Hao has resigned from his office as member of the Supervisory Board as per 30 November 2010. Mr Feng-chang Chang was appointed as a member of the Supervisory Board by the local court of Hamburg as per 1 December 2010 until the end of the annual general meeting 2011 and by further court order of the local court of Hamburg dated 4 July 2011 until the end of the annual general meeting 2012.

Pursuant to sections 95, 96 para. 1 of the German Stock Corporation Act (AktG) and section 12 para. 1 of the Articles of Association, the Supervisory Board shall consist of three members of the shareholders to be elected by the annual general meeting. The annual general meeting is not bound by nominations.

The Supervisory Board proposes to resolve as follows:

“Mr. Feng-chang Chang, independent business consultant in Taichung City, Taiwan, resident in Taichung City, Taiwan, is elected as member of the Supervisory Board of ZhongDe Waste Technology AG until the end of the annual general meeting that resolves upon the ratification of the members of the Supervisory Board for the fiscal year 2016.”

Information pursuant to section 125 para. 1 sentence 5 of the German Stock Corporation Act (AktG)

Mr. Feng-chang Chang, as listed in the following, (i) member of the following supervisory boards to be established by law and (ii) member of the following comparable German or foreign supervisory bodies of enterprises:

- (i) None
- (ii) Non-Executive Director with Yamada Green Resources Limited, Singapore

6. Amendment of the Articles of Association

Pursuant to the current version of Section 25 para. 1 of the Articles of Association of the Company, the general meeting shall be chaired by the chairman of the Supervisory Board or another member of the Supervisory Board named by the chairman. In the event that neither the chairman nor another member of the Supervisory Board appointed by him is present, the chairman of the general meeting shall be elected by the shareholders under the lead of the shareholder owning most of the voting rights.

In the opinion of the Executive Board and the Supervisory Board, this provision is too narrow, since either a Supervisory Board member has to chair the general meeting or the general meeting first has to elect a chairman of the general meeting.

Executive Board and Supervisory Board therefore propose to amend the provision to allow the chairman of the Supervisory Board to appoint persons as chairman of the general meeting who are not Supervisory Board members of the Company.

Executive Board and Supervisory Board therefore propose to resolve as follows:

“Sec. 25 para. 1 of the Articles of Association is amended and shall read as follows:

The general meeting shall be chaired by the chairman of the Supervisory Board or another member of the Supervisory Board or another person, in each case named by the chairman. In the event that neither the chairman of the Supervisory Board nor another supervisory board member nor another person appointed by him is present, the chairman of the general meeting shall be elected by the shareholders under the lead of the shareholder owning the most voting rights.”

Total number of shares and voting rights

The total number of shares by the Company amounts to 13,000,000. The total number of voting rights also amounts to 13,000,000. The Company holds 400,000 shares in treasury which do not grant voting rights to the Company. The aforesaid information refer to the date of the publication of this convocation in the Bundesanzeiger.

Participation in the Annual General Meeting

Only those shareholders are entitled to participate in the annual general meeting and to exercise voting rights who have applied for participation in writing or in text form in German or English language with the Company, and who have proved their participation and voting rights with the Company. To prove the right to participate in the annual general meeting and to exercise voting rights, a specific confirmation of the depositary bank in text form in German or English language regarding the shareholding (“Confirmation”) is required and sufficient.

The Confirmation shall refer to the start of the 21st day prior to the annual general meeting, i.e. **9 August 2012, 0:00 hours CEST** (“Record Date”). In relation to the Company, a person is only deemed shareholder, and may only participate in the annual general meeting and exercise voting rights, if the Company was furnished with the Confirmation relating to the Record Date. The shareholders’ participation and voting rights are exclusively measured at the shareholdings of the respective shareholders as of the Record Date, whereas this does not result in any restriction on the transferability of the shares. Even in the event of a partial or total disposal of the shares after the Record Date, the shareholding as of the Record Date is solely relevant for the participation and voting rights. Hence, any transfer or disposal of shares after the Record Date has no impact on the participation in the annual general meeting and the exercise of voting rights. Persons who, at the Record Date, do not hold shares in the Company but only become shareholder of the Company after the Record Date are neither entitled to participate in the annual general meeting nor are they entitled to exercise voting rights. With respect to the entitlement to dividends, the Confirmation and the Record Date are irrelevant.

The Confirmation including the application must be received by the Company no later than

23 August 2012, 24:00 hours CEST

at the following address:

ZhongDe Waste Technology AG
c/o M.M. Warburg & CO
Wertpapierverwaltung
Ferdinandstraße 75

20095 Hamburg, Germany
Telefax: +49 (0) 40 3618 1116
E-Mail: wpv-bv-hv@mmwarburg.com

Upon receipt of the application and the Confirmation by the Company at the above address, the shareholders will be sent tickets for the annual general meeting. To ensure the timely receipt of the tickets, the shareholders are kindly asked – without the intention to restrict their participation rights – to take care of submitting the application and the Confirmation at the above address in good time.

Exercise of voting rights by authorized representatives

Shareholders who have applied timely and in due form for participation but abstain from personally attending the annual general meeting may also have their voting rights and other shareholders' rights exercised by granting powers of attorney to representatives. The granting of powers of attorney, its revocation and the proof of authorization vis-à-vis the Company requires – to the extent the power of attorney shall not be granted to banks, shareholders associations or organisations or institutions having an equivalent status pursuant to sec. 135 of the German Stock Corporation Act (AktG) – text form. A form that can be used to grant power of attorney will be submitted to the shareholders together with the tickets for the annual general meeting. Apart therefrom, said form can either be downloaded from the Company's website at www.zhongde-ag.de or be requested from the Company at no charge at the following address:

ZhongDe Waste Technology AG
- Vorstand -
Address: Herriotstraße 1, 60528 Frankfurt/Main
or
Telefax: +49 69 677 33 200
or
per e-mail: hv@zhongde-ag.de

The proof of having granted power of attorney vis-à-vis the Company shall either be provided through the authorised representative at the day of the annual general meeting or be submitted to the Company prior to the annual general meeting at the aforesaid address. In the latter case, shareholders are kindly requested to submit the respective power of attorney, if possible, by expiration of **28 August 2012, 24:00 hours**, at the aforesaid address in order to facilitate organisation.

In the event that powers of attorney shall be granted to banks, shareholders associations or organisations or institutions having an equivalent status pursuant to sec. 135 of the German Stock Corporation Act (AktG), deviating from the aforesaid principles there is no

requirement of text form under statutory law or the Company's Articles of Association. We do, however, advise our shareholders that banks, shareholders associations or organisations or institutions having an equivalent status pursuant to sec. 135 of the German Stock Corporation Act (AktG) may request specific formal requirements to be observed as they are obliged under sec. 135 of the German Stock Corporation Act (AktG) to keep evidence on powers of attorney granted to them. Shareholders intending to grant power of attorney to banks, shareholders associations or organisations or institutions having an equivalent status pursuant to sec. 135 of the German Stock Corporation Act (AktG) are, therefore, advised to clarify applicable formal requirements for powers of attorney.

The Company offers to its shareholders to be represented by proxy holders appointed by the Company being subject to shareholders' instructions. The Company has nominated Karl Richter, Hamburg, being the instructed proxy holder. The proxy holder nominated by the Company exercises any voting right exclusively subject to the instructions given by the shareholder. The granting of power of attorney, its revocation as well as the instructions to the Company's proxy holder has to be made in text form. A respective form that can be used for granting power of attorney including the instruction to the Company's proxy holder will be submitted together with the ticket and also sent to each shareholder upon request free of charge. The respective request shall be addressed to:

ZhongDe Waste Technology AG
- Vorstand -
Herriotstraße 1, 60528 Frankfurt/Main
or
Telefax: +49 69 677 33 200
or
per e-mail: hv@zhongde-ag.de

Shareholders who wish to grant power of attorney to the proxy holder nominated by the Company already prior to the annual general meeting are kindly requested to submit their powers of attorney including instructions by **28 August 2012, 24:00 hours CEST** at the latest to the aforesaid address in order to facilitate organization.

The proxy holder nominated by the Company is obliged to exercise voting rights in accordance with the shareholder's instructions. He may not exercise voting rights at his own discretion. Without explicit instructions, the proxy holder nominated by the Company will therefore abstain from voting on the respective agenda item. The proxy holder nominated by the Company does not accept authorizations or instructions to object resolutions of the annual general meeting, to raise questions or to speak at the annual general meeting or to file motions.

Requesting documents for the Annual General Meeting

Documents for the annual general meeting, in particular documents for Agenda Item 1., can be requested free of charge at the following address:

ZhongDe Waste Technology AG
- Vorstand -
Herriotstraße 1, 60528 Frankfurt/Main
or
Telefax: +49 69 677 33 200
or
per e-mail: hv@zhongde-ag.de

Documents and further information on the annual general meeting are also available at the Company's website at www.zhongde-ag.de.

Shareholders' rights under sections 122 para. 2, 126 para. 1, 127, 131 para. 1 of the German Stock Corporation Act (AktG)

According to sec. 122 para. 2 of the German Stock Corporation Act (AktG), shareholders whose aggregate shareholdings represent 5% of the share capital or a notional amount of EUR 500,000.00 of the share capital may request that items be placed on the Agenda and published ("Agenda Amendment Request"). Every new agenda item must be submitted with either reasons or a proposal for a resolution. The Agenda Amendment Request must be made in writing to the Company and be received by the Company at the latest on **30 July 2012, 24:00 hours CEST** under the following address:

ZhongDe Waste Technology AG
- Vorstand -
Herriotstraße 1, 60528 Frankfurt/Main

According to sec. 126 para. 1 of the German Stock Corporation Act (AktG), any shareholder may submit counter-proposals to the proposals of the Management Board and/or the Supervisory Board on specific Agenda Items. Subject to sec. 126 para. 1 and para. 2 of the German Stock Corporation Act (AktG), the Company will make available such counter-proposals on its website, provided that such counter-proposals have been received by the Company at the address as more specifically referred to above by **15 August 2012, 24:00 hours CEST** at the latest.

Any shareholder may, in accordance with sec. 127 of the German Stock Corporation Act (AktG), also submit election proposals for the election of members of the Supervisory Board or the auditors. Subject to sec. 127, 126 para. 1 and para. 2 of the German Stock Corporation Act (AktG), each election proposal must be made available on the Company's website,

provided that such election-proposals have been received by the Company at the address as more specifically referred to above by **15 August 2012, 24:00 hours CEST** at the latest.

Counter-proposals and/or election proposals that have been timely received by the Company will be made available on the Company's website at www.zhongde-ag.de, provided that such proposals comply with the statutory requirements. Requests to put additional items on the Agenda will also be made available, provided that they have been timely received by the Company.

Counter-proposals and election-proposals of shareholders can exclusively be addressed at:

ZhongDe Waste Technology AG
- Vorstand -
Herriotstraße 1, 60528 Frankfurt/Main
or
Telefax: +49 69 677 33 200
or
per e-mail: hv@zhongde-ag.de

We advise our shareholders in accordance with sec. 121 para. 3 no. 3 of the German Stock Corporation Act (AktG) that at the Annual General Meeting every shareholder upon request shall be given information by the Executive Board on company matters insofar as the information is required for a proper evaluation of the relevant matter on the Agenda (cf. 131 para. 1 of the German Stock Corporation Act (AktG)). The information right can be exercised in the annual general meeting without prior announcement or other notification to be made.

Further explanations and information on the rights of shareholders in accordance with sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (AktG) are available for shareholders on the Company's website at ww.zhongde-ag.de.

Further information and available information in accordance with sec. 124a of the German Stock Corporation Act (AktG) on the Company's website

This information as set forth under sec. 124a of the German Stock Corporation Act (AktG) can also be found on the Company's website at www.zhongde-ag.de.

The results of the votes will be announced at the same Internet address after the annual general meeting.

Frankfurt/Main, July 2012

ZhongDe Waste Technology AG
– The Executive Board–