

**ZhongDe Waste Technology AG**

Ordinary Annual General Meeting on Thursday, 30 August 2012,  
at 11:00 CEST, Room "Alabaster 1 and 2" at the Marriott Hotel Frankfurt am Main,  
Hamburger Allee 2, 60486 Frankfurt am Main



**Power of attorney and instructions tot he proxy holder nominated by the company:**

Admission-ticket no.: ..... Number of shares: .....

Issued to: .....  
(Name) (Postal Code/Place of Residence)

The proxy holder nominated by the company exclusively exercises voting rights in accordance with the shareholders' instructions. The granting of power of attorney to the proxy holder nominated by the company, its revocation and the shareholders' instructions require text form. Shareholders who wish to grant power of attorney and to issue instructions tot he proxy holder nominated by the company prior to the annual general meeting are – in order to facilitate organization – kindly requested to submit their powers of attorney, their instructions and the admission ticket to the annual general meeting to ZhongDe Waste Technology AG until Tuesday 28 August 2012, 24:00 CEST, at the latest, under the following address: ZhongDe Waste Technology AG, - Vorstand -, Herriotstr. 1, 60528 Frankfurt, or via fax under the fax-No.: +49 69 677 33 200, or via E-Mail: hv@zhongde-ag.de. This also applies to the revocation or any changes of the powers of attorney granted to the proxy holder nominated by the company or the instructions issued to him. The right of shareholders personally attending the annual general meeting to revoke or to change the power of attorney or the instructions for the proxy holder nominated by the company remains unaffected. Alternatively, the power of attorney and the instructions of the proxy holder nominated by the company may also be submitted at the annual general meeting. Please mark your instructions for the votes below. Only one field may be marked per agenda item. If you do not issue explicit and/or clear instructions for an agenda item and/or for potential counter-motions, this will be deemed as abstention from voting. The proxy holder nominated by the company and authorized by you will exercise voting rights in votes on potential counter-motions only in accordance with your instructions.

**IF YOU WISH TO FOLLOW ALL PROPOSALS OF THE ADMINISTRATION; PLEASE MARK HERE:**

**IF YOU DO NOT WISH TO FOLLOW ALL PROPOSALS OF THE ADMINISTRATION, PLEASE GIVE YOUR INSTRUCTIONS IN THE FOLLOWING:**

Agenda Items*	In favor of the proposal of the administration	Against the proposal of the administration	Abstention from voting
2. Ratification of the members of the executive board for the fiscal year 2011	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. Ratification of the members of the supervisory Board for the fiscal year 2011	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. Appointment of the auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2012	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5. Supervisory Board elections	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6. Amendment of the articles of association	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

\*) The complete text of the convocation, including the resolutions proposals of the administration, has been published in the Federal Gazette on 20 July 2012.

To the extent we receive motions of shareholderst hat have to be made available, the wording of such motions and, if applicable, the statement of the administration, will be published on the Website www.zhongde-ag.de under the heading „Investor Relations“ and there under the sub-heading „Annual General Meeting“. You may follow a shareholders' motion by marking “Against the proposal of the administration“ for the resepective agenda item above and marking „Agreement“ in the following table. Please fill in the number of the motion and mark the respective field.

Shareholders' motion	Agreement	Disagreement	Abstention
No.: .....	Z	Z	Z
No.: .....	Z	Z	Z
No.: .....	Z	Z	Z

I / We herewith authorize the proxy holder of ZhongDe Waste Technology AG, Mr. Karl Richter, Hamburg, to represent my / our voting rights pertaining to my / our aforementioned shares in accordance with my / our aforesaid instructions, and to disclose my / our name(s). Sec. 181 German Civil Code (BGB) shall not apply. The power of attorney includes the granting of sub-authorizations.

.....  
Place, Date, Signature(s), and end of declaration within the meaning of sec. 126b German Civil Code (BGB), respectively