ZhongDe Waste Technology AG
Ordinary Annual General Meeting on Friday, 28 June 2013,
at 11:00 CEST, Room "Kappa" at the MesseTurm Frankfurt am Main
Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main

Power of attorney and instructions to the 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 to the 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 a copy of the admission ticket to the annual general meeting to ZhongDe Waste Technology AG until Wednesday, 26 June 2013, 24:00 CEST, at the latest, under the following address: ZhongDe Waste Technology AG, - Vorstand -, **MesseTurm, 25th floor, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main,** or under the **Fax-no.: +49 (0)69 509 565520,** or via **E-Mail: hv@zhongde-ag.de**. This also applies to a revocation or any changes of the power 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 to the proxy holder nominated by the company may also be handed over 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: O

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.	Resolution on the appropriation of the distributable profits of ZhongDe Waste Technology AG for the fiscal year 2012	O	O	O
3.	Ratification of the members of the Executive Board for the fiscal year 2012	O	O	O
4.	Ratification of the members of the Supervisory Board for the fiscal year 2012	O	O	O
5.	Appointment of the auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2013	O	O	O
6.	Authorisation to purchase and use treasury shares and revocation of the previous authorisation	O	O	O
7.	Authorisation to make use of Equity Derivatives within the Scope of purchasing the Company's Treasury Shares pursuant to Sec. 71 para. 1 no. 8 German Stock Corporation Act (AktG) and revocation of the previous authorisation	O	O	O
8.	Creation of a new Authorized Capital 2013 including the right to exclude subscription rights and rescission of the previous authorized capital as well as corresponding amendments of the Articles of Association	O	O	O
9.	Authorisation for the issuance of convertible and/or option bonds or other financial instruments against contribution in cash and/or in kind, the creation of new Conditional Capital 2013, rescission of previous authorizations and corresponding amendments of the Articles of Association	O	O	O
10.	Election of Supervisory Board members	O	O	O

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

To the extent we receive motions of shareholders that 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“.

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.

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