

**ZhongDe Waste Technology AG
Frankfurt am Main**

ISIN DE000ZDWT018 / WKN ZDWT01

Ordinary Annual General Meeting on 28 June 2016

**– Explanations to agenda item 1 pursuant to section 124a no. 2
German Stock Corporation Act (*Aktiengesetz*) –**

Subject matter of agenda item 1 is the presentation of the approved annual financial statements of ZhongDe Waste Technology AG and the approved consolidated financial statements as at 31 December 2015, the status reports for ZhongDe Waste Technology AG and the group, the explanatory report on the information required pursuant to sections 289 para. 4, 315 para. 4 of the German Commercial Code (*HGB*), the supervisory board report and the proposal for the appropriation of the net profit for the fiscal year 2015.

In accordance with statutory provisions, no resolution is provided for with respect to agenda item 1. According to section 175 para. 2 German Stock Corporation Act (*AktG*), the approved annual financial statements, the status report and, in case of a parent enterprise, the approved consolidated financial statements and the consolidated status report shall be received by the annual general meeting. A resolution of the annual general meeting of ZhongDe Waste Technology AG is not required with respect to these documents. The annual financial statements of ZhongDe Waste Technology AG for the fiscal year 2015 have been approved by the Supervisory Board and are therefore binding pursuant to section 172 sentence 1 German Stock Corporation Act.

As regards the supervisory board report and the explanatory report of the Executive Board on the information required pursuant to sections 289 para. 4, 315 para. 4 of the German Commercial Code, statutory provisions do also not provide for a resolution. The chairman of the Supervisory Board will comment on the supervisory board report for the fiscal year 2015 in the annual general meeting.

The resolution on the proposal for the appropriation of the net profit for the fiscal year 2015 will be part of agenda item 2.
