

## Convenience Translation

### ZhongDe Waste Technology AG Frankfurt/Main

ISIN DE000ZDWT018 / WKN ZDWT01

## Invitation to the Annual General Meeting

We herewith invite our shareholders to

this year's **ordinary annual general meeting**

to be held on **28 June 2016** at **11:00** a.m. (CEST),

at the MesseTurm Frankfurt am Main, Room "Kappa"  
Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

## Agenda

- 1. 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 of for the appropriation of the net profit for the fiscal year 2015**

The aforesaid documents are available on the Company's website at [www.zhongde-ag.de](http://www.zhongde-ag.de). The documents will also be on display at the annual general meeting.

In accordance with statutory provisions, no resolution will be adopted with respect to agenda item 1. The annual financial statements and the consolidated financial statements prepared by the Executive Board have already been approved by the Supervisory Board. The annual financial statements are therefore binding.

**2. Appropriation of the distributable profits for the fiscal year 2015**

Executive Board and Supervisory Board propose to carry forward the entire net profits shown in the annual financial statements of ZhongDe Waste Technology AG as at 31 December 2015 in the amount of EUR 6,976,597.81 to new account.

<b>Net profit</b>	<b>EUR</b>	<b>6,976,597.81</b>
Total amount of dividend	EUR	0.00
Amount in surplus reserve	EUR	0.00
Carried forward to new account	EUR	6,976,597.81

**3. Ratification of the members of the Executive Board for the fiscal year 2015**

Supervisory Board and Executive Board propose to grant ratification to the members of the Executive Board who have been in office during the fiscal year 2015 for such period.

**4. Ratification of the members of the Supervisory Board for the fiscal year 2015**

Executive Board and Supervisory Board propose to grant ratification to the members of the Supervisory Board who have been in office during the fiscal year 2015 for such period.

**5. Appointment of the auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2016**

The Supervisory Board proposes to appoint Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Düsseldorf,

- as auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2016 and,
- for the review (*prüferische Durchsicht*) of the compacted accounts (*verkürzter Abschluss*) and interim report (*verkürzter Zwischenlagebericht*) in case that the Executive Board decides for an audit review of the compacted accounts and interim report as part of the half year financial report

until the next ordinary annual general meeting.

## Further Information and Notes

### Total number of shares and voting rights

At the time of the convocation of the annual general meeting, the share capital of the Company amounts to EUR 13,000,000.00 and is divided into 13,000,000 no par value shares made out to the bearer with a notional amount of the share capital of EUR 1.00 per share. Each share confers one vote in the annual general meeting, so that the total number of voting rights generally corresponds to the total number of shares. At the time of the convocation of the annual general meeting, the Company holds 400,000 shares in treasury which do not grant voting rights to the Company. Accordingly, the total number of shares entitled to vote amounts to 12,600,000 at the time of the convocation of the annual general meeting.

### 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 timely applied for participation in text form (section 126b German Civil Code (*BGB*) with the Company and who have proven their right to participate in the annual general meeting and to exercise voting rights with the Company. As regards such proof, a specific confirmation of the depositary bank in text form (section 126b German Civil Code) in German or English language regarding the shareholding (“Confirmation”) is sufficient. The Confirmation shall refer to the start of the 21<sup>st</sup> day prior to the annual general meeting, i.e. **7 June 2016, 0:00 hours** (CEST) (“Record Date”).

The Confirmation and the application must be received by the Company by no later than **21 June 2016, 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](mailto:wpv-bv-hv@mmwarburg.com)

Upon receipt of the application and the Confirmation by the Company at the aforesaid address, tickets for the annual general meeting will be issued to the shareholders. To ensure the timely receipt of the tickets, the shareholders are kindly asked to take care of submitting the application and the Confirmation at the above address in good time. However, different from the application and the Confirmation, the ticket is no requirement for the participation in the annual general meeting or the exercise of voting rights but only serves to facilitate the process of security checks for the access to the annual general meeting

### **Relevance of the 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. In relation to the Company, the shareholders' participation and voting rights are exclusively assessed on the basis of the shareholding of the respective shareholder 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, i.e. any transfer or disposal of shares after the Record Date has no impact on the rights to participate in the annual general meeting and to exercise voting rights. Persons who do not hold shares in the Company at the Record Date 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, unless they were granted power of attorney or were authorized. With respect to the entitlement to dividends, the Confirmation and the Record Date are irrelevant.

### **Exercise of voting rights by authorized representatives**

Shareholders may also have their voting rights and other shareholders' rights exercised by representatives, e.g. a shareholders association, credit institute or any other person, upon granting of a respective power of attorney. Even in this case shareholders have to ensure the timely application to the annual general meeting either by themselves or by the authorized representative.

The granting of a power 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 section 135 of the German Stock Corporation Act (*AktG*) – text form (section 126b German Civil Code). In the event a shareholder authorizes more than one person, the Company may reject one or several of these persons.

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. The form can also be downloaded from the Company's website at [www.zhongde-ag.de](http://www.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 following address, where in the latter case shareholders are kindly requested to submit the respective proof to the Company as early as possible in order to facilitate organisation.

ZhongDe Waste Technology AG

- Vorstand -

MesseTurm, 25th floor, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main

Telefax: +49 69 509 565520

E-mail: [hv@zhongde-ag.de](mailto:hv@zhongde-ag.de)

In the event that powers of attorney shall be granted to banks, shareholders associations or organisations or institutions having an equivalent status pursuant to section 135 of the German Stock Corporation Act, the procedure and formal requirements for granting power of attorney are governed by their own rules that may be requested from these institutions.

The Company offers to its shareholders as a service to be represented by proxy holders appointed by the Company. The Company has appointed Mr. Karl Richter, Hamburg, as the Company's proxy holder. The proxy holder nominated by the Company exercises any voting right exclusively subject to the instructions given by the shareholder. 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 raise objections against resolutions of the annual general meeting, to raise questions or to speak at the annual general meeting or to file motions.

The granting of power of attorney (including instructions) to the Company's proxy holder, its revocation as well as the proof of having granted power of attorney vis-à-vis the Company has to be made in text form (section 126b German Civil Code). A respective form that can be used for granting power of attorney and instructions to the Company's proxy holder will be submitted together with the ticket. The form can also be downloaded from the Company's website at [www.zhongde-ag.de](http://www.zhongde-ag.de). The power of attorney to the Company's proxy holder and the issuance of instructions may either be granted at the day of the annual general meeting or be submitted to the Company prior to the annual general meeting. Shareholders making use of the latter alternative are kindly requested to submit the respective power of attorney including the instructions to the Company at the latest by expiry of **27 June 2016, 24:00 hours** (CEST) in order to facilitate organization.

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The personal attendance of the shareholder or any other representative authorized by such shareholder at the annual general meeting shall be deemed as revocation of any power of attorney granted to the Company's proxy holder earlier.

Further details with regard to the granting of power of attorney are set forth in the form provided by the Company for granting power of attorney.

### **Documents for the annual general meeting**

Documents for the annual general meeting, in particular documents for agenda item 1., will be on display at the annual general meeting and are also available at the Company's website at [www.zhongde-ag.de](http://www.zhongde-ag.de) from the convocation of the annual general meeting on and until the end of the annual general meeting.

Furthermore, documents for the annual general meeting can be requested free of charge at the following address:

ZhongDe Waste Technology AG  
- Vorstand -  
MesseTurm, 25th floor, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main  
Telefax: +49 69 509 565520  
E-mail: hv@zhongde-ag.de

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

#### *Agenda amendment requests pursuant to section 122 para. 2 German Stock Corporation Act*

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 (section 126 German Civil Code) or in electronic form substituting the written form (sections 126a, 126 para. 3 German Civil Code), i.e. including the name of the shareholder requesting the amendment and a qualified electronic signature within the meaning of the German Signature Act (*Signaturgesetz*), must be addressed to the Executive Board and must be received by the Company no later than **28 May 2016, 24:00 hours** (CEST) under the following address:

ZhongDe Waste Technology AG  
- Vorstand -  
MesseTurm, 25th floor, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main  
E-mail: hv@zhongde-ag.de

As regards the further requirements, reference is made to sections 122 para. 1 German Stock Corporation Act.

Agenda Amendment Requests that have to be published will be published – to the extent they were not already published together with the convocation – without undue delay following the receipt of the Agenda Amendment Request in the Federal Gazette and will be submitted for publication to those media where it can be expected that they will disseminate the information in the entire European Union. Agenda Amendment requests will also be published on the Company's website at [www.zhongde-ag.de](http://www.zhongde-ag.de).

#### *Counter motions and election proposals pursuant to sections 126 para. 1, 127 German Stock Corporation Act*

According to section 126 para. 1 of the German Stock Corporation Act, any shareholder may submit counter-motions to the proposals of the executive board and/or the supervisory board on specific agenda items. Any shareholder may, in accordance with section 127 of the German Stock Corporation Act, also submit election proposals for the election of members

of the supervisory board or the auditors. Counter-motions must be submitted with reasons; election proposals do not require any reasons.

Counter-motions will be published by the Company subject to section 126 para. 2 and 3 of the German Stock Corporation Act; election proposals will be published by the Company subject to section 127 sentence 1 in conjunction with section 126 para. 2 and 3 as well as section 127 sentence 3 of the German Stock Corporation Act, provided that the counter-motion or election proposal was received by the Company by no later than **13 June 2016, 24:00 hours** (CEST) under the following address:

ZhongDe Waste Technology AG  
- Vorstand -  
MesseTurm, 25th floor, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main  
Telefax: +49 69 509 565520  
E-mail: hv@zhongde-ag.de

Counter-motions and/or election proposals that have to be made available will be made available together with the name of the shareholder, the reasons (in case of counter-motions) and any statements of the boards under [www.zhongde-ag.de](http://www.zhongde-ag.de).

*Shareholders' rights to information pursuant to section 131 para. 1 German Stock Corporation Act*

Pursuant to section 131 para. 1 of the German Stock Corporation Act, every shareholder upon request shall be given information on matters relating to the Company by the executive board in the annual general meeting, provided that the information is required for a proper evaluation of the relevant matter on the agenda. The information right can be exercised in the annual general meeting without prior announcement or other notification to be made.

*Further Explanations*

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 are available for shareholders on the Company's website at [www.zhongde-ag.de](http://www.zhongde-ag.de).

**Website containing the information required pursuant to section 124a German Stock Corporation Act**

The information as set forth under section 124a of the German Stock Corporation Act can also be found on the Company's website at [www.zhongde-ag.de](http://www.zhongde-ag.de). Following the annual general meeting, the results of the votes will be announced at the same internet address.

Frankfurt/Main, May 2016

ZhongDe Waste Technology AG  
– The Executive Board –