

**ZhongDe Waste Technology AG
Hamburg**

ISIN DE000ZDWT018 / WKN ZDWT01

Invitation to the Annual General Meeting

We herewith invite our shareholders to the
Annual General Meeting of ZhongDe Waste Technology AG

which takes place

on 28 June 2011, at 11:00 Uhr CEST,

in room "Kappa" at Frankfurter Messe Turm
in Friedrich-Ebert-Anlage 49, 60327 Frankfurt am Main

Agenda

- 1. Presentation of the approved Annual Financial Statements of ZhongDe Waste Technology AG as at 31 December 2010 together with the Status Report, the approved Consolidated Financial Statements as at 31 December 2010 together with the Consolidated Status Report, the Supervisory Board Report and the Explicatory Report of the Executive Board on the information required pursuant to sec. 289 para. 4, sec. 315 para 4 of the German Commercial Code (HGB) for the fiscal year 2010**

The aforesaid documents will be made available on the Company's website at www.zhongde-ag.de. Since the Supervisory Board has already approved the Annual Financial Statements and 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. Resolution on the distribution of the balance sheet net profit of ZhongDe Waste Technology AG for the fiscal year 2010**

In respect of the utilization of the balance sheet net profit as reflected on the financial statements as of 31 December 2010, the Executive Board and Supervisory Board propose to resolve on the following:

"Payment of a dividend of EUR 0.15 per no-par-value share entitled to dividend.

Retained earnings:	EUR	5,747,537.01
Total dividend:	EUR	1,890,000.00
Amount in profit reserve:	EUR	0.00
Carried forward to new account:	EUR	3,857,537.01

The aforementioned dividend and the amount carried forward to new account are based on the no par value bearer shares as at the day of the Management Board's proposal for the appropriation of the net profit. According to sec. 71b of the German Stock Corporation Act (AktG), treasury shares are not entitled to dividends. If the number of shares entitled to a dividend decreases or increases until the Annual General Shareholders Meeting, the proposal on the appropriation of retained earnings will be amended accordingly regarding the amount of total dividend and the amount carried forward to new account, with the payment per bearer share remaining unchanged. If appropriate, a modified proposal regarding the appropriation of retained earnings will be put to the Annual General Shareholders Meeting.

3. Resolution on the ratification of the actions of the Executive Board for the fiscal year 2010

The Executive Board and the Supervisory Board propose to resolve on the following:

"The actions of the Executive Board members being in office in the fiscal year 2010 are ratified for the respective time period."

4. Resolution on the ratification of the actions of the Supervisory Board for the fiscal year 2010

The Executive Board and the Supervisory Board propose to resolve on the following:

"The actions of the Supervisory Board members being in office in the fiscal year 2010 are ratified for the respective time period."

5. Resolution on the appointment of the Auditor and the Group Auditor for the Annual Financial Statement and the Consolidated Financial Statements for the fiscal year 2011

The Supervisory Board proposes to resolve on the following:

"BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as Auditor of the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2011 and, if applicable, for the interim financial reports for the time period until the next annual general meeting."

6. Resolution on the remuneration of the members of the Supervisory Board

The Management Board and the Supervisory Board propose revising the provisions on the basic compensation for members of the Supervisory Board and to resolve on the following:

- "a) The basic compensation for each member of the Supervisory Board amounts to EUR 45,000.00 per calendar year. If a member of the Supervisory Board holds his or her office for less than one calendar year, the compensation shall be paid on a pro rata temporis basis.
- b) The chairman of the Supervisory Board receives a remuneration being one third above the basic compensation.
- c) The aforementioned provisions shall take effect as of 1 January 2011.

The other provisions as set forth under agenda item 7 lit. c) and d) of the resolution of the shareholders general meeting as of 31 July 2009 shall remain unaffected; these provisions have the following content:

- c) In addition to the basic compensation, the members of the Supervisory Board receive an annual performance-related compensation based on success of the Company in the amount of EUR 100.00 per EUR 0.01 of earnings per share as disclosed in the current consolidated financial statements, if and to the extent to exceeding a minimum amount of EUR 2.00. The cap for the performance-related compensation is an amount of earnings per share of EUR 3.50. If the member of the Supervisory Board does not hold his or her office for a full calendar year, the performance-related compensation shall be paid pro rata temporis.
- d) The basic compensation is due and payable on 31 December of each year. The performance-related compensation is due and payable after the close of the annual shareholders' meeting ratifying the acts of the Supervisory Board for the fiscal year ending before the meeting."

7. Resolution on the relocation of the Company's legal domicile and amendment of the Articles of Association

After the Company has relocated its business address from Hamburg to Frankfurt/Main last year, the Company intends to relocate also its legal domicile to Frankfurt/Main.

Now, the Executive Board and Supervisory Board propose to resolve on the following:

- "a) The Company's legal domicile is relocated from Hamburg to Frankfurt/Main.
- b) Section 1 para (2) of the Company's articles of association shall be revised as follows:
 - (2) The Company has its legal domicile in Frankfurt/Main."

Total number of shares and voting rights

The total number of shares and voting rights issued by the Company at the convocation of this Annual General Meeting amounts to 13,000,000. At the convocation of this Annual General Meeting, the Company holds 400,000 shares which do not grant voting rights to the Company.

Participation in the Annual General Meeting

Only those shareholders are entitled to participate in the Annual General Meeting and exercise voting rights, who have applied for participation in writing or in text form with the Company, and who have proved their participation and voting rights with the Company. To verify participation and voting rights, a confirmation of the depositary bank in text form 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. **7 June 2011, 0:00 hours CEST** ("Record Date"). The shareholders' participation and voting rights are exclusively measured at the shareholdings of the respective shareholders as of the Record Date, where this does not result in any restriction on the transferability of the shares. Even in the event of a partial or total dispose 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.

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

21 June 2011, 24:00 hours CEST

at the following address:

ZhongDe Waste Technology AG
c/o M.M. Warburg & CO
Wertpapierverwaltung
Ferdinandstraße 75
20095 Hamburg
Telefax: +49 (0) 40 3618 1116
E-Mail: wpv-bv-hv@mmwarburg.com

Upon receipt of the application and the Confirmation with 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 timely applied for participation but abstain from personally attending the Annual General Meeting, may also have their voting and other shareholders' rights exercised by granting powers of attorney to representatives including shareholders associations. The granting of powers of attorney, its revocation and the proof of authorization requires textform. 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 the following address:

ZhongDe Waste Technology AG
- Vorstand -
Herriotstraße 1 in 60528 Frankfurt
or
Telefax: +49 69 677 33 200
or
per e-mail: 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 sec. 135 of the German Stock Corporation Act (AktG), deviating from the aforesaid principles there is no requirement of textform 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 the 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 prior to this Annual General Meeting. 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 including the instruction to the Company's proxy holder has to be made in textform. 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 costs. The respective request shall be addressed to:

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

Proof of power of attorney

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 received by the Company at the latest until expiration of **24 June 2011, 24:00 hours CEST** at the following address:

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

Requesting documents for the Annual General Meeting

Documents for the Annual General Meeting, in particular documents for Agenda Item 1., can be requested from the following address:

ZhongDe Waste Technology AG
- Vorstand -
Herriotstraße 1 in 60528 Frankfurt
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 sec. 122 para. 2, sec. 126 para. 1, sec. 127, sec. 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. The request must be made in writing to the Company and be received by the Company at the latest on **28 May 2011, 24:00 hours CEST** under the following address:

ZhongDe Waste Technology AG
- Vorstand -
Herriotstraße 1 in 60528 Frankfurt

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 **13 June 2011, 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 **13 June 2011, 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 in 60528 Frankfurt
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 shall be given information by the Management 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

Further information on the application for participation and the granting of power of attorney can be found in the documents which are sent to the shareholders.

This information and other 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.

Frankfurt/Main, May 2011
ZhongDe Waste Technology AG

The Executive Board