REGISTRAR OF COMPANIES

China Dialogue Trust

Annual Report and Financial Statements

31 December 2010

Company Registration Number 06477262 (England and Wales) Charity Registration Number 1125378

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Reference and administrative details of the charity, its trustees and advisers

Trustees Dr Kerry Brown

Mr Jonathan James O'Grady Cameron

Dr Paul Gilmore Clifford

Mr Charles Jeremy Mawdesley Hardie

Ms Malini Mehra Mr David Potter

Ms Laura Sandys (Resigned 1 January 2010)

Ms Shuyun Sun

Chief executive officer Isabel

Isabel Hılton

Company secretary

Jane Smith (Appointed 1 November 2010) Sharon Harris (Resigned 31 October 2010)

Registered office

China Dialogue Trust

Suite 306 Grayston Centre

28 Charles Square

London N1 6HT

Telephone

020 7324 4765

Website

www chinadialogue net

Charity registration number

1125378

Company registration number

06477262 (England and Wales)

Auditor

Buzzacott LLP

130 Wood Street

London EC2V 6DL

Bankers

HSBC Bank plc

74 Goswell Road

Clerkenwell London EC1V 7DA

Solicitors

Stone King LLP

16 St Johns Lane

London EC1M 4BS

The trustees present their report together with the financial statements of the charity for the year ended 31 December 2010

This report constitutes a directors' report for the purposes of Part 15 of the Companies Act 2006

The financial statements have been prepared in accordance with the accounting policies set out on pages 12 to 13 of this document and comply with the charitable company's memorandum and articles of association, applicable laws and the requirements of Statement of Recommended Practice on "Accounting and Reporting by Charities" issued in March

Introduction

China Dialogue Trust (the Trust) was incorporated as a company limited by guaranteed on 18 January 2008 and obtained charitable status on 6 August 2008 In accordance with a legal transfer of undertakings dated 23 October 2008, the assets and liabilities of China Dialogue Limited (Company Registration Number 05825437) were transferred to the Trust as at midnight on 30 September 2008

Objectives

The objects for which the Trust is established are

- to advance the education of the public (including in particular the public of the People's Republic of China) in the conservation, protection and improvement of the physical and natural environment, and
- b to promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment and, in particular, but not so as to restrict the proceeding wording, the physical and natural environment in the People's Republic of China

The Trust publishes a bilingual Chinese/English website - chinadialogue - dealing with issues concerning conservation protection and improvement of the physical and natural environment in the People's Republic of China

Public benefit

In setting the charity's objectives and planning its activities, the trustees have given careful consideration to the Charity Commission's general guidance on public benefit

Governance, structure and management

Structure, staff and advisers

The trustees meet regularly throughout the year and are inducted through detailed briefings

Governance, structure and management (continued)

Structure, staff and advisers (continued)

The Chief Executive Officer of the Trust is Isabel Hilton, assisted in the London office by Tan Copsey the Operations and Development Manager, Sam Geall the Deputy Editor and Maryann Bird, the Associate Editor Linden Ellis was appointed in 2009 to lead the Trust's activities in the United States of America The Trust provides funding for a Beijing office of China Dialogue which is led by Lucky Y1 and Huo Weiya This office in Beijing is a separate legal entity established in China and is not controlled or owned by the Trust

Trustees

The following trustees were in office at 31 December 2010 and served throughout the period except where indicated

Trustees

Appointed/Resigned

Dr Kerry Brown

Mr Jonathan James O'Grady Cameron

Dr Paul Gilmore Clifford

Mr Charles Jeremy Mawdesley Hardie

Ms Malini Mehra

Mr David Potter

Ms Laura Sandys

Ms Shuyun Sun

Resigned 1 January 2011

Statement of trustees' responsibilities

The trustees (who are also directors of China Dialogue Trust for the purposes of company law) are responsible for preparing the trustees' report and financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period. In preparing these financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently,
- observe the methods and principles in the Statement of Recommended Practice (Accounting and Reporting by Charities) (the Charities' SORP),
- make judgements and estimates that are reasonable and prudent,
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation

Governance, structure and management (continued)

Statement of trustees' responsibilities (continued)

The trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Each of the trustees confirms that

- so far as the trustee is aware, there is no relevant audit information of which the charity's auditors are unaware, and
- the trustee has taken all the steps that he/she ought to have taken as a trustee in order to make himself/herself aware of any relevant audit information and to establish that the charity's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Risk management

The trustees review all risks applicable to the charity, especially the availability of funding in the current economic climate

Activities, specific objectives and relevant policies

Review of the period

In 2010, we published 253 feature articles, 145 blog posts (since the new blog was launched), 18 book reviews, 17 mini reviews, 23 video podcasts and 101 bi-weekly news round-ups, keeping us on track to meet our publishing targets for 2010 Our volunteer translation network has now grown to more than 450 people, extending our influence and providing an invaluable resource

We met other goals including publishing six issues of a bi-monthly journal for Chinese policymakers, political and business leaders - including a special edition for the C40 Cities conference in Hong Kong We also launched a new staff blog and upgraded our comment system to better facilitate cross-cultural dialogue

In addition, chinadialogue produced several reports our report on the crisis in the Himalayan watershed, The Waters of the Third Pole Sources of threat, sources of survival, was published this April in partnership with University College London, King's College London and the Australian National University More recently, we have completed climate change journalism in China Opportunities for International Cooperation, a report on the state of climate change journalism in China This was compiled in partnership with International Media Support (Denmark) and Caixin Media, publishers of Century Weekly, one of China's most respected, cutting-edge publications, founded by former Caijing editor Hu Shuli Work on a report for Friends of Europe, a Brussels based think-tank, on the impacts of the 12th Five Year Plan on green business was published in March of 2011

Activities, specific objectives and relevant policies (continued)

Review of the period (continued)

We continue to build and consolidate relationships with Chinese media. The inaugural chinadialogue prizes for environmental journalism were presented in a well-attended ceremony in Beijing in April Lu Zhenhua of the 21st Century Business Herald won the "biggest impact" category for a piece covering the investment frenzy in China's wind-energy market Yang Chuanmin of Southern Metropolis Daily won the "in-depth reporting" category for a report on a chemical project near the Three Gorges Reservoir and Southern Weekend's Meng Dengke won the "investigative journalism" category for an in-depth piece on corporate links to waste-incineration advocates

We conducted a training session for 40 of China's top environmental journalists prior to United Nations climate-change negotiations in Tianjin, on behalf of the Global Campaign for Climate Action The training session was attended by journalists from state media including China Daily and Xinhua News Agency, as well as non-state media including Southern Weekend, Business China, China Economic Herald and South China Morning Post, and from major internet portals including people cn, sohu com, sina cn and qq com Sze Ping of Greenpeace China noted that the event was "highly successful", that twice the expected number of journalists attended and that many had personally informed him how useful the training was In 2011 we plan to build on this success, expanding the number of awards and soliciting a larger number of entrants

We have hosted events in London, Beijing and San Francisco, including a business seminar in London with the leading Chinese economist Hu Angang chinadialogue has also secured funding to employ a staff member in India to work on building recognition, knowledge networks and editorial contributions for the third pole project, promoting awareness and dialogue on the critical environmental and climate issues affecting the Himalayan watershed

Progress

We attracted 388,755 visitors to our website in 2010 Just over 45% of visitors were from mainland China Unfortunately Chinese readership fell 20% in 2010 This online audience was complemented by a print-journal readership of more than 1,000 per issue, more than 10,000 subscribers who now access our content through RSS feeds and 6,222 people receiving our weekly email updates

Our core audience remains relatively young 80% of respondents to our most recent survey. were between the ages of 21 and 40, mostly specialists 61% said their work was related to environmental issues; and influential 96% said they were "in a position to influence others" chinadialogue itself continues to influence the way readers think about climate change and to inspire them to action 69% of survey respondents said that chinadialogue had influenced the way they think about environmental and climate-change issues and a further 69% said that the articles had encouraged them to take action

¹ The survey was last conducted in December 2009 and was completed by 227 people

Activities, specific objectives and relevant policies (continued)

Progress (continued)

The survey provided positive feedback, including the following two comments from Chinese readers "You have inspired me to actively expose individuals and organisations (especially local government) that damage the environment in the pursuit of profit and without regret "

"Reading articles on chinadialogue deepens people's knowledge of themselves, not only Chinese people, but the people of the world The people of each nation should cooperate and together face environmental issues"

Future plans

Over the next three years, we plan to build on these achievements. In particular, we plan to extend the reach and impact of chinadialogue material by focusing on activities that set international and Chinese media and policy agendas. To achieve this, we aim to

- Increase our output of original, cutting-edge reporting in China, with an expanded team of editors, contributors and advisers,
- Continue to make available to Chinese readers material that is otherwise inaccessible,
- In partnership with The Guardian and Sina, extend the reach and influence of our prize for Chinese environmental journalism, driving up standards in China and increasing our impact in Chinese print-media,
- Continue to leverage our expertise and that of our contributors to publish longer-form reports and policy briefs, including a report on Chinese environmental civil society aimed at stimulating philanthropic donor interest in this sector;
- ♦ Begin new projects and editorial projects including a focus on the effect of Chinese outward investment, an in-depth series on the development and practice of environmental law and on Germany's radical decision to abandon nuclear power
- Build on existing work in South Asia, training and networking with journalists on third pole issues and creating an information bridge across the Himalayas,
- We continue to develop our unique, fully bilingual website to better facilitate crosscultural engagement and offer new features

Financial review

Financial position and reserves policy

The Trust continues to be very dependent on a small number of grants to support core funding The total income for the period was £533,520 (2009 - £481,026) These grants are often of only one year's duration and require a fresh application each year. The funds at the year end were £187,197 (2009 - £74,287) of which £38,670 (2009 - £11,874) were restricted and £148,527 (2009 - £62,413) were unrestricted. The Trust will continue to build reserves through chargeable project work with the aim of generating reserves equal to between three and six months operating expenditure

Approved by the trustees

Trustee

MALINI MEHRA

Approved on

22/10/11

Independent auditor's report 31 December 2010

Independent auditor's report to the members of the China Dialogue Trust

We have audited the financial statements of the China Dialogue Trust for the year ended 31 December 2010 which comprise the statement of financial activities, the balance sheet, the principal accounting policies and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the charity's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 Our audit work has been undertaken so that we might state to the charity's members those matters we are required to state to them in an auditor's report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charity and the charity's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of trustees and auditor

The trustees are also the directors of the charitable company for the purposes of company law As explained more fully in the trustees' responsibilities statement set out in the trustees' report, the trustees are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the charitable company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the trustees, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the trustees' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material inconsistencies we consider the implications for our report

Independent auditor's report 31 December 2010

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the China Dialogue affairs as at 31 December 2010 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of trustees' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Byzgacott NAP

31 October 2011

Amanda Francis, Senior Statutory Auditor for and on behalf of Buzzacott LLP, Statutory Auditor 130 Wood Street London EC2V 6DL

Statement of financial activities Year to 31 December 2010

	Notes	Restricted funds f	Unrestricted funds	2010 Total funds £	2009 Total funds £
	140163		·		
Income and expenditure					
Incoming resources					
Incoming resources from generated funds					
Voluntary income	1	12,414	350,056	362,470	345,882
Interest receivable	2	_	55	55	42
Incoming resources from charitable activities	3	163,082	_	163,082	127,038
Other incoming resources	_	-	7,913	7.913	8,064
Total incoming resources	-	175,496	358,024	533,520	481,026
Resources expended Cost of generating funds Fundraising Charitable activities Educational programmes Governance Total resources expended	4 5 7 -	 148,700 148,700	105 268,305 3,500 271,910	105 417,005 3,500 420,610	30,462 362,637 5,750 398,849
Net movement in funds i.e net income Fund balances brought forward		26,796	86,114	112,910	82,177
at 1 January 2010	_	11,874	62,413	74,287	(7,890)
Fund balances carried forward at 31 December 2010		38,670	148,527	187,197	74,287

The Trust has no recognised gains and losses other than those shown above Therefore, no separate statement of total recognised gains and losses has been prepared

All the charity's activities derived from continuing operations during the above two financial periods

Balance sheet 31 December 2010

		2010	2009
<u> </u>	Notes	£_	£
Fixed assets			
Tangible assets	11	1,484	2,066
Investment in subsidiary	12	2	2
	_	1,486	2,068
Current assets			
Debtors	13	71,954	78,033
Cash at bank and in hand		183,278	145,430
		255,232	223,463
Creditors amounts falling due			
within one year	14	(69,521)	(151,244)
Net current assets	_	185,711	72,219
Total net assets	-	187,197	74,287
Represented by			
Funds and reserves			
Unrestricted funds		148,527	62,413
Restricted funds	16	38,670	11,874
	_	187,197	74,287

Approved by the trustees and signed on their behalf by

MALINI MEHRA

27/10/11

CHINA DIALOGUE TRUST. COMPANY NUMBER 06477262 (ENGLAND AND WALES)

Principal accounting policies 31 December 2010

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the requirements of the Companies Act 2006 Applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) and the Statement of Recommended Practice "Accounting and Reporting by Charities" (SORP 2005) have been followed in these financial statements

Incoming resources

Incoming resources are recognised in the period in which the Trust is entitled to receipt and the amount can be measured with reasonable certainty

Grants from government and other agencies have been included as voluntary income where the money is given in response to an appeal or with greater freedom of use, for example monies for core funding

Resources expended and the basis of apportioning costs

Expenditure is included in the statement of financial activities when incurred and excludes VAT which can be recovered

Resources expended comprise the following

- The cost of generating funds comprises fundraising and related costs
- The costs of charitable activities comprise expenditure on the Trust's primary charitable purposes as described in the trustees' report. Such costs include the costs of maintaining, editing and developing the website
- c Support costs represent indirect charitable expenditure. In order to carry out the activities of the charity it is necessary to provide support in the form of personnel development, financial procedures, provision of office services and equipment and a suitable working environment
 - These costs are allocated out to the activities they are supporting on the basis described ın note 6
- d Governance costs comprise the costs directly attributable to the governance of the charity including audit costs and the necessary legal procedures for compliance with statutory requirements and the strategic running of the charity

Tangible assets

All assets costing more than £250 and with an expected useful life exceeding one year are capitalised, and are stated at cost less depreciation

All tangible fixed assets, are depreciated on the straight-line method over their estimated useful lives as follows

Computer equipment

3 years

Principal accounting policies 31 December 2010

Funds structure

The funds of the charity are all unrestricted and can be expended at the discretion of the trustees in line with the governing document of the Charity.

Restricted funds comprise monies raised for, or their use restricted to a specific purpose or contributions subject to donor imposed conditions

Leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged on a straight-line basis over the lease term

1	Vo	luntary	income
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	2010 <u>£</u>	2009 £
Grants receivable	362,470	345,538
Donations	_	344
	362,470	345,882

Grants receivable includes \mathcal{L} nil (2009 - \mathcal{L} 43,588) received from DFID (Department for International Development)

2 Interest receivable

	2010	2009
	£	£
Interest receivable on UK bank accounts	55	42
interest receivable off ox bank accounts		72

3 Incoming resources from charitable activities

	2010 <u>£</u>	2009 £
Project income	163,082	114,103
Other fees receivable	_	12,935
	163,082	127,038

Project income includes £89,290 (2009 - £nil) received from DFID (Department for International Development)

4 Fundraising

	£	2009 f
Direct fundraising costs	105	22,627
Support costs (note 6)	-	7,835
	105	30,462

5	Educationa	l programmes
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	Direct Costs £	Support costs (note 6) £	Total £
Chinadialogue net	362,612	54,393	417,005

6 Support costs

	2010 £	2009 £
Establishment costs	16,754	22,308
Entertaining, travel and subscriptions	18,519	12,759
Office costs	9,940	5,251
Legal and professional fees	9,180	15,295
Other costs		5,638
	54,393	61,251

The support costs have been allocated to fundraising and to educational programmes on the basis of time spent by employees in these areas

7 Governance

	2010 £	2009 £
Audit fees	3,500	5,750

8 Net movement in funds i.e net income

This is stated after charging

	2010 £	2009 £
Staff costs (note 9)	129,897	97,406
Auditor's remuneration – statutory audit services	3,500	5,750
Depreciation	1,186	610
Operating lease rentals	12,871	12,600

Staff costs

	2010 £	2009 £
Salaries and wages	118,679	89,087
Social security costs	11,218	8,319
	129,897	97,406

The average number of employees (excluding temporary and agency staff) analysed by function was as follows

	2010 £	2009 £
Editorial staff	4	4
Administration staff	1	1
	 5	5

No employee received remuneration exceeding £60,000 (2009 £nil)

No trustee received any remuneration during the period in connection with services to the Trust (2009 £nil)

None of the trustees was reimbursed expenses during the year (2009 £nil)

10 Taxation

China Dialogue Trust is a registered charity and, therefore, is not liable to income tax or corporation tax on income derived from its charitable activities, as it falls within the various exemptions available to registered charities

11 Tangible assets

	Computer equipment
Cost	
At 1 January 2010	2,831
Additions	604
At 31 December 2010	3,435
Depreciation	
At 1 January 2010	765
Charge for the year	1,186
At 31 December 2010	1,951
Net book values	
At 31 December 2010	1,484
At 31 December 2009	2,066

12 Investments

The charitable company owns the entire called up share capital of £2 in China Dialogue (HK) Limited, a company incorporated in Hong Kong Consolidated financial statements have not been prepared given the results of the company and its aggregate reserves and capital are, in the opinion of the trustees, immaterial to the group

The results for China Dialogue (HK) Limited are shown below

	Year ended 31 December 2010 £	Period from 4 September 2008 to 31 December 2009 £
Profit and loss account		
Turnover	5,170	_
Operating expenses	(5,692)	(668)
Loss	(522)	(668)
Taxation		
Loss after taxation	(522)	(668)
	2010 £	2009 f
Balance sheet		
Bank balance	12,778	6,061
Current liabilities	(13,946)	(6,729)
Net current liabilities	(1,168)	(668)
Share capital	2	2
Accumulated losses	(1,170)	(670)
	(1,168)	(668)
Included within current liabilities are amor	unts £10,787 (2009 - £.785) owe	ed to China

13 Debtors

Dialogue Trust

	2010 £	2009 £
Fees and project income receivable	_	6,428
Other debtors	7,262	24,267
Prepayments and accrued income	47,128	46,083
Amounts due from subsidiary undertaking	10,787	785
VAT recoverable	6,777	470
	71,954	78,033

14 Creditors: amounts falling due within one year

	2010 £	2009 £
Expense creditors	3,035	4,954
Other creditors	2,986	5,135
Accruals and deferred income	63,500	141,155
	69,521	151,244

15 Related parties

Laura Sandys is a Director of China Dialogue Limited, the company which transferred its assets and liabilities to the Trust as at midnight on 30 September 2008

The financial statements do not include transactions between the Trust and its wholly owned subsidiary, China Dialogue (HK) Limited This is because, as a parent entity of a wholly owned subsidiary, it is exempt from the requirement to disclose such transactions under Financial Reporting Standard 8 "Related Party Disclosures"

16 Restricted funds

	31 December 2009 £	Incoming resources £	Resources expended £	31 December 2010 £
American office funds	11,874	64,307	(49,925)	26,256
Three Poles Project	_	89,290	(89,290)	
Chinabase Project	_	12,414	_	12,414
Other projects	_	9,485	(9,485)	_
	11,874	175,496	(148,700)	38,670

- American office funds are for the running costs of the Trust's office in the United States of America
- Three Poles Project monies are to be used for research into glacial melt and water resource management in the Himalaya watershed
- Chinabase Project monies are to fund improvements to the chinadialogue website

17 Operating lease commitments

At 31 December 2010 the Trust had annual commitments under non-cancellable operating leases in respect to land and buildings as follows

	2010 	2009 £
Operating leases which expire		
Within two to five years	12,938	

18 Analysis of net assets between funds

Funds balances at 31 December 2010 are represented by	Restricted funds £	Unrestricted funds £	Total 2010 £
Fixed assets	<u></u>	1,486	1,486
Current assets	38,670	216,562	255,232
Creditors amounts falling due within one year	_	(69,521)	(69,521)
Total	38,670	148,527	187,197