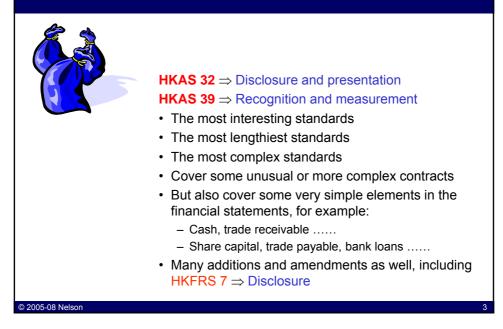


HKAS 32, HKAS 39 and HKFRS 7

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HKAS 32, HKAS 39 and HKFRS 7



Main Coverage of HKAS 32 and 39

HKAS 32

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- Presentation
 - Liabilities and Equity

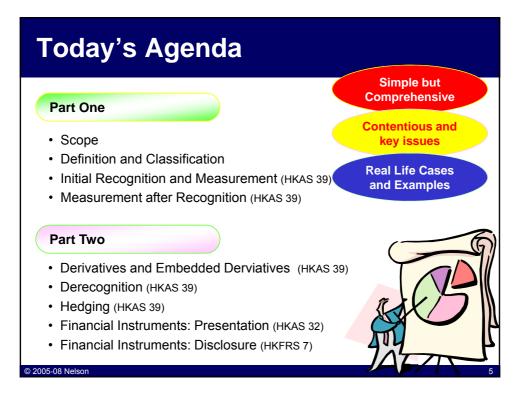
 - Offsetting
- Disclosure requirements

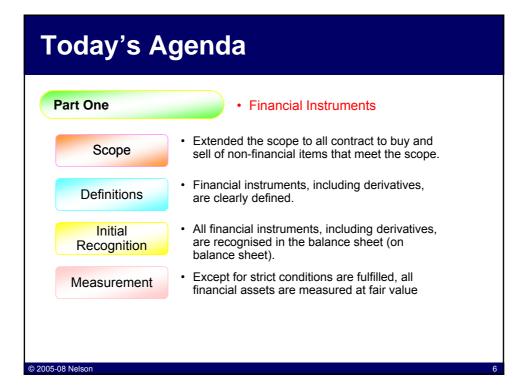
HKFRS 7 (effective in 2007)

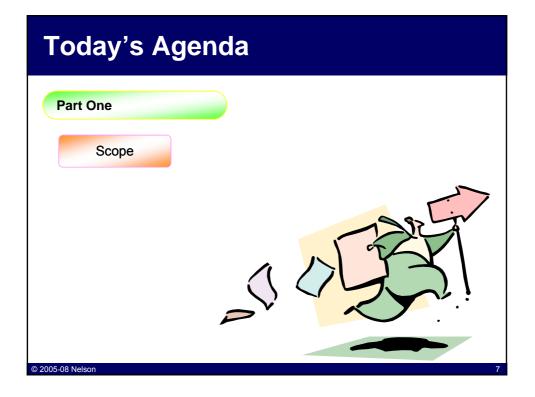
· Disclosure requirements

HKAS 39

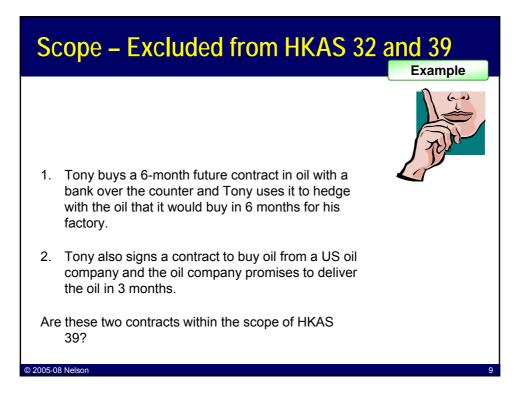
- · Classification of financial instruments
- Compound Financial Instruments Recognition and derecognition of financial instruments
 - · Measurement of financial instruments
 - · Derivatives and embedded derivatives
 - · Hedging and hedge accounting

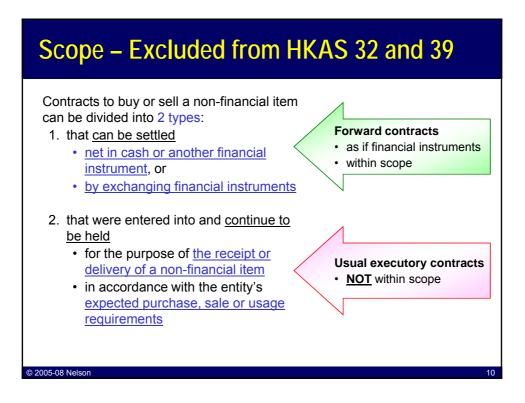


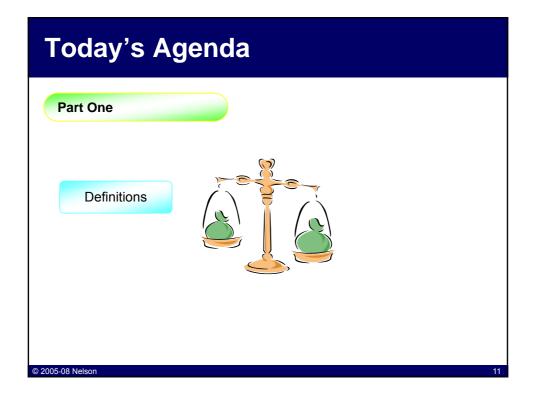


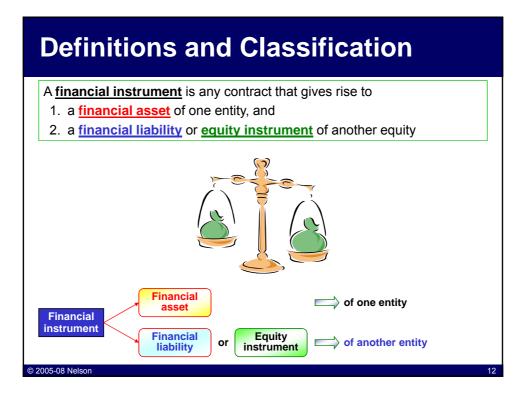


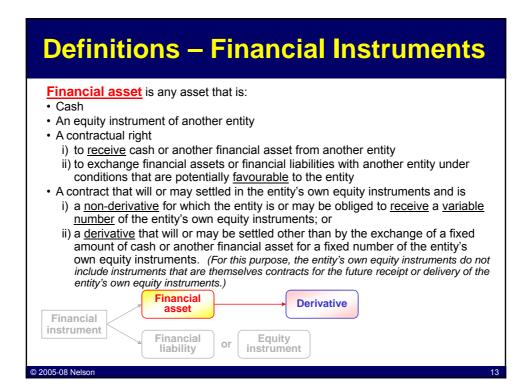
Scope – Excluded from HKAS 32 a	nd 30	0) 7
	HKAS 32	HKAS 39
Interests in subsidiaries, associates and joint ventures accounted for under HKAS 27, 28 and 31	×	×
Rights and obligations under leases to which HKAS 17 applies except for derecognition and embedded derivatives		×
Employers' rights and obligations under employee benefit plans, to which HKAS 19 applies	×	×
Financial instruments issued by the entity that meet the definition of an equity instrument in HKAS 32		×
Rights and obligations under an insurance contract as defined in HKFRS 4, except for embedded derivatives	×	×
Contracts for contingent consideration in a business combination (see HKFRS 3) for the acquirer only	×	×
Contracts between an acquirer and a vendor in a business combination to buy or sell an acquiree at a future date		×
Certain loan commitments (HKAS 37 and 18)		×
Instruments and obligations under share-based payment transactions (HKFRS 2), except for some contracts	×	×
Rights to payment to reimburse a recognised provision under HKAS 37		× 8

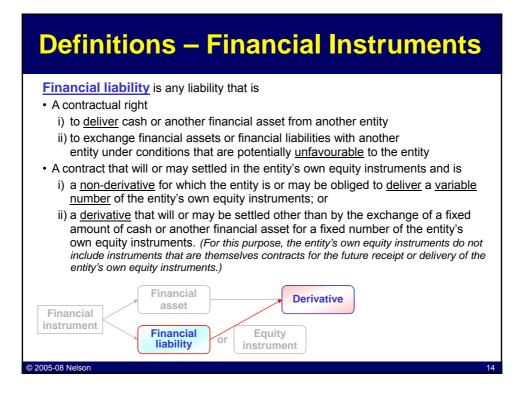


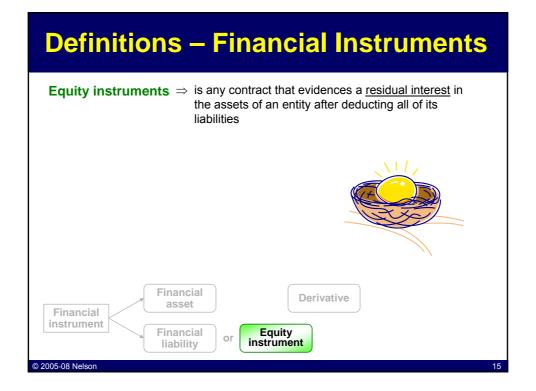


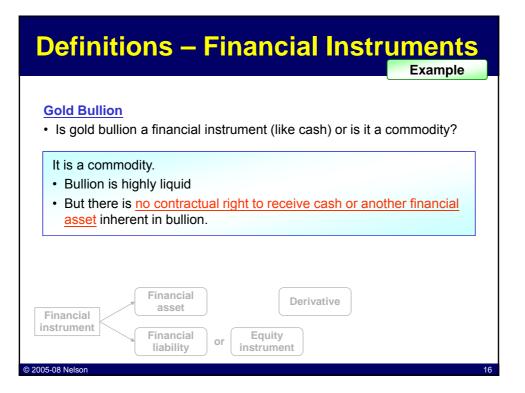


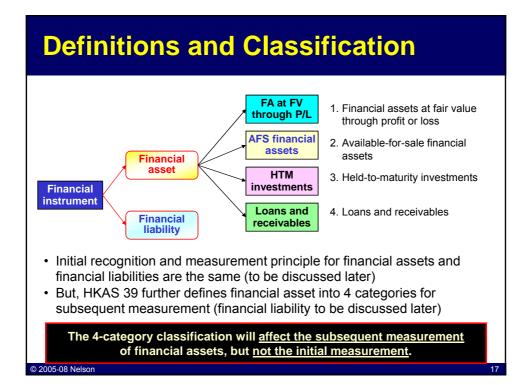


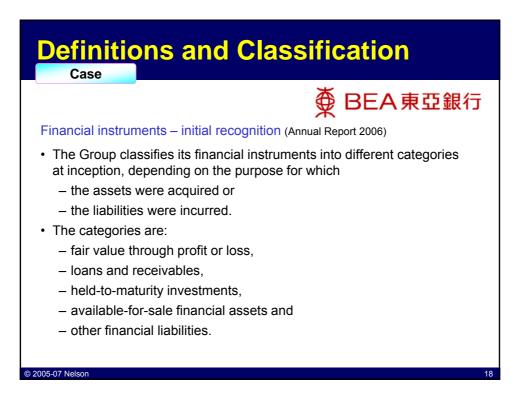


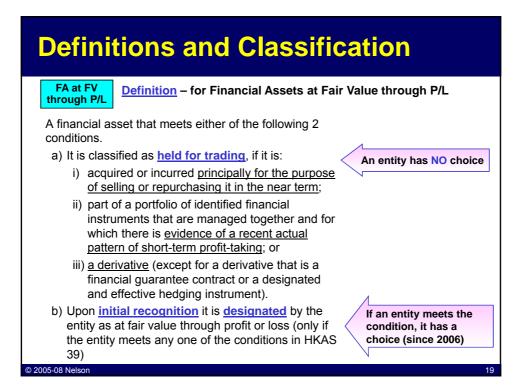


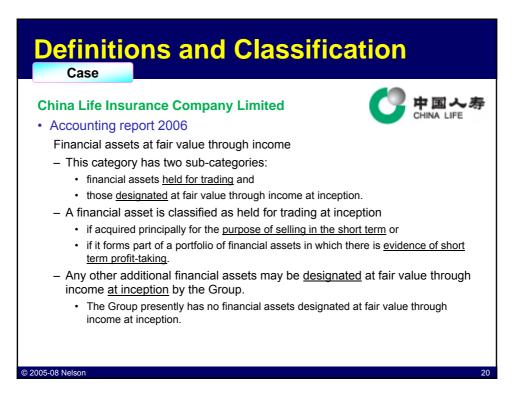


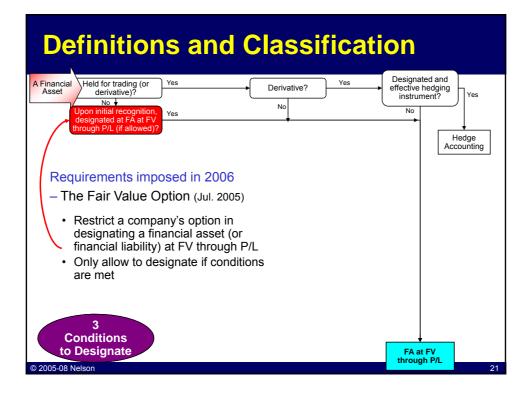


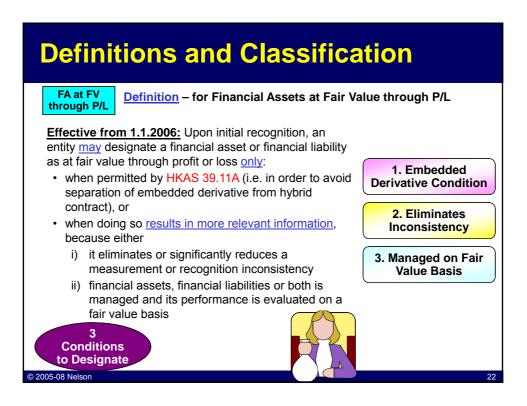










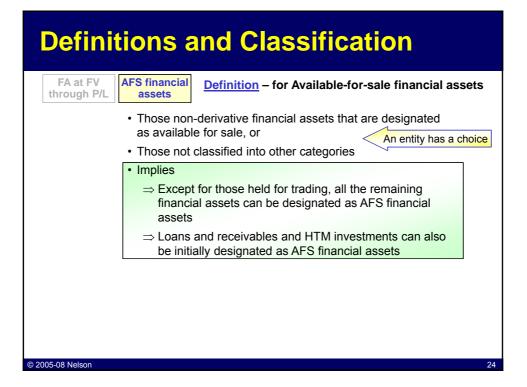


Definition and Classification

Fair Value Through Profit and Loss (Annual Report 2006)

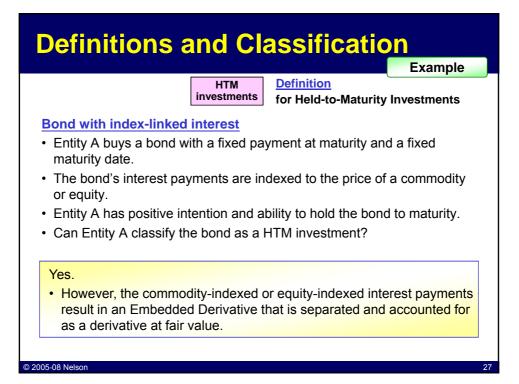
- Financial assets and financial liabilities are designated at fair value through profit or loss upon initial recognition when:
 - the financial assets or financial liabilities are <u>managed</u>, evaluated and reported internally on a fair value basis;
 - the designation <u>eliminates or significantly reduces an accounting mismatch</u> which would otherwise arise;
 - the financial asset or financial liability <u>contains an embedded derivative that</u> <u>significantly modifies the cash flows</u> that would otherwise be required under the contract; or
 - <u>the separation of the embedded derivatives</u> from the financial instrument <u>is</u> <u>prohibited</u>.
- <u>All derivatives</u> not qualified for hedging purposes are included in this category and are carried as assets when their fair value is positive and as liabilities when their fair value is negative.

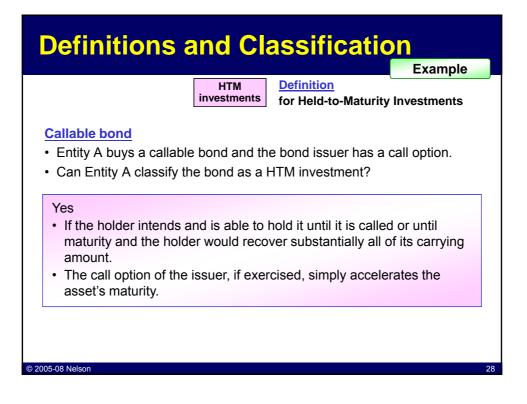
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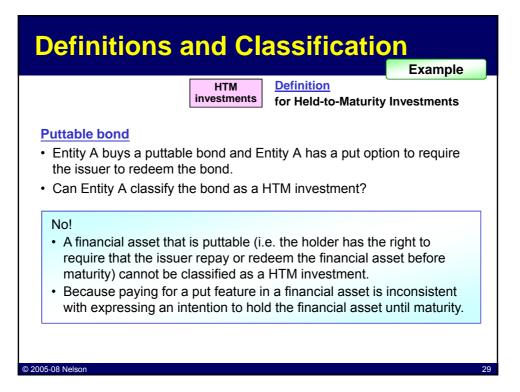


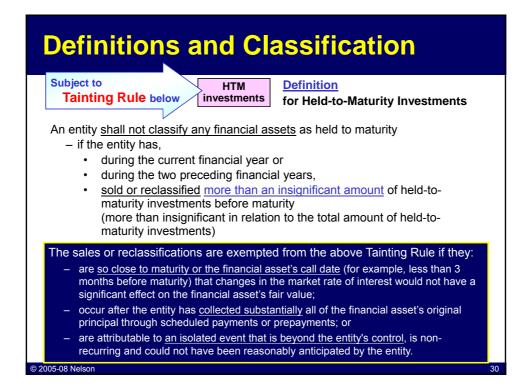
Definitions and Classification	
FA at FV through P/L AFS financial assets HTM investments Definition for Held-to-Maturity Investments	
 <u>Non-derivative</u> financial assets with <u>fixed or determinable</u> payments and <u>fixed maturity</u> 	
 That the entity has the <u>positive intention and ability</u> to hold to maturity, other than 	
 those initially designated as FA at FV through P/L 	
 those designated as AFS financial assets 	
 those that meet the definition of loans and receivables 	
A debt instrument with a variable interest rate can satisfy the criteria for a HTM investment.	
Equity instruments cannot be HTM investments either	
 because they have an indefinite life (such as ordinary shares) or 	
 because the amounts the holder may receive can vary in a manner that is not predetermined (such as for share options, warrants and similar rights). 	
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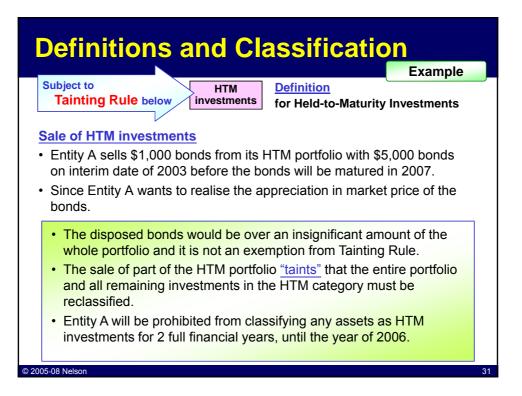
Definitions and Cl	assification Example
HTM investments	Definition for Held-to-Maturity Investments
ABC Co. buys the following listed not and intends to hold them to maturity:	es
- 5% 5-Year note	$\Rightarrow 1000000000000000000000000000000000000$
- HIBOR 3-Year bank note	$\Rightarrow 1000000000000000000000000000000000000$
 10% 1-year equity-linked note (at maturity, ABC co. can receive eith principal with interest or HSBC share the price of HSBC shares falls below \$150 each) 	
	nts have a quote in an active market, ed as held-to-maturity investments?

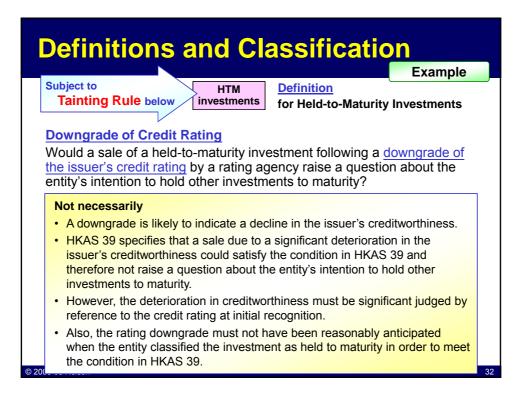


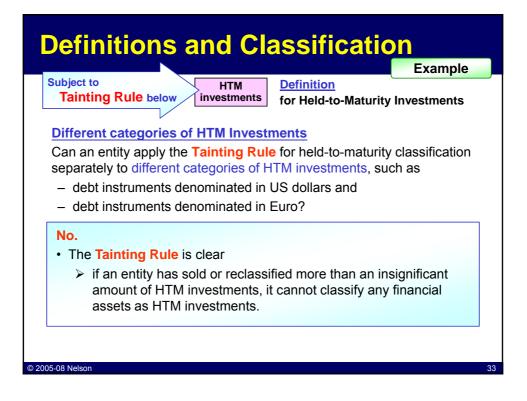


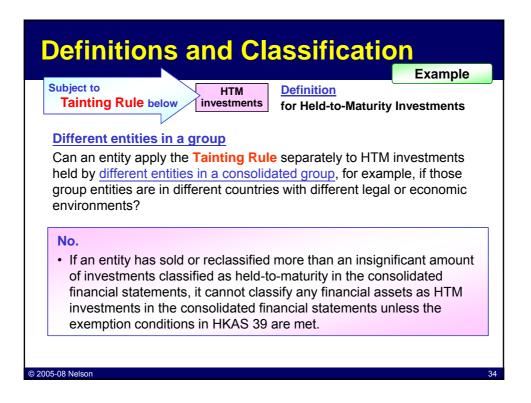


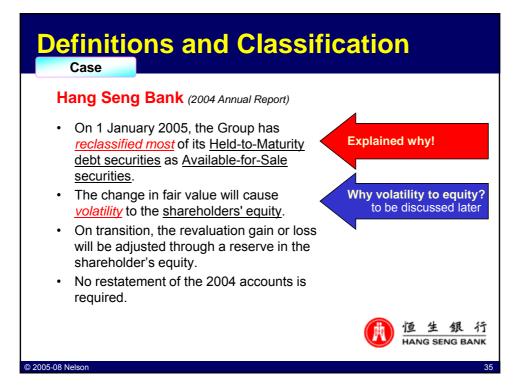


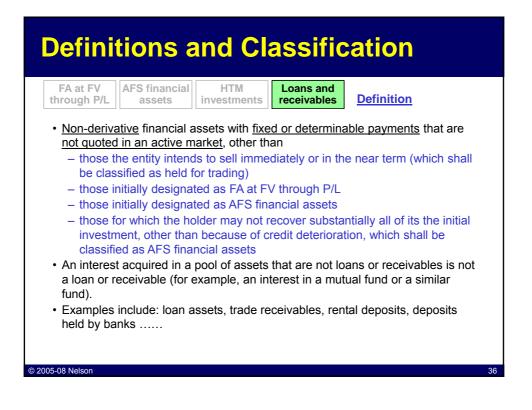


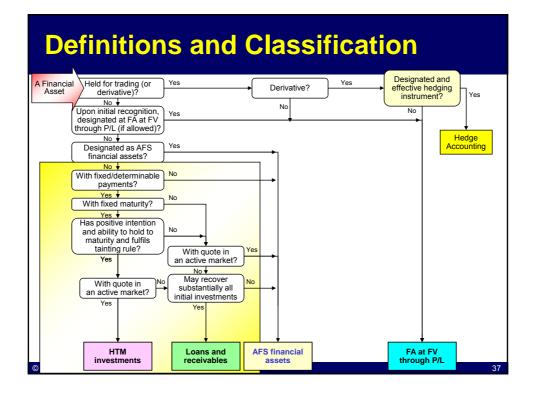


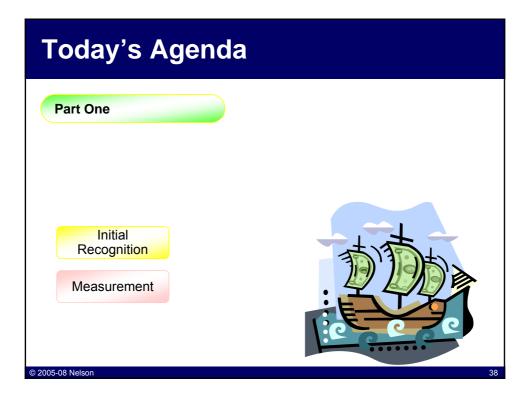


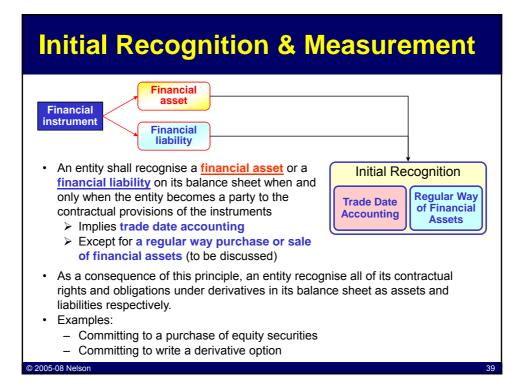


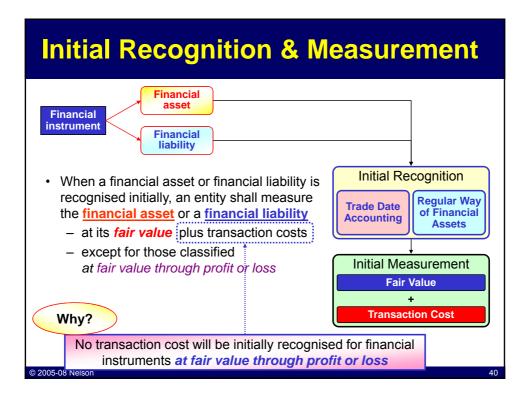












Initial Recognition & Measurement

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Financial

- A regular way purchase or sale of financial assets shall be recognised (and derecognised) using either
 - > trade date accounting, or
 - settlement date accounting
- The method used is <u>applied</u> <u>consistently</u> for all purchases and sales of financial assets that belong to the <u>same category</u> of financial assets

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• A contract that requires or permits <u>net</u> <u>settlement of the change in the value</u> of the contract is <u>NOT</u> a regular way contract.

Derivative

 Instead, such a contract is accounted for as

a derivative in the period between the trade date and the settlement date

Initial Recognition & Measurement

Example

Fair value at Initial Recognition – Low Interest Loan

- Entity A grants a 3-year loan of \$50,000 to a related party, B, on 1 Jan. 2005 as one kind of financial assistance to support B's operation.
 - A charges B at a interest rate of 2% as A expects the return on B's future operation would be higher.
 - A charges another related party at a current market lending rate of 6%
- Discuss the implication of the loan.

Fair value at Initial Recognition – No Interest Deposit

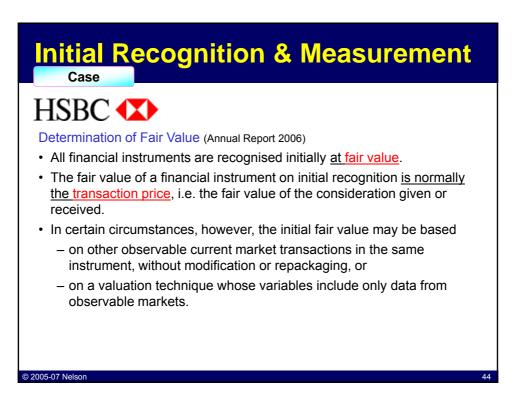
- Entity X is required to deposit \$50,000 to a customer in order to guarantee that it would complete the service contract in 5 years' time.
- When the contract completes (say after 5 years), the deposit would be refunded in full without any interest.

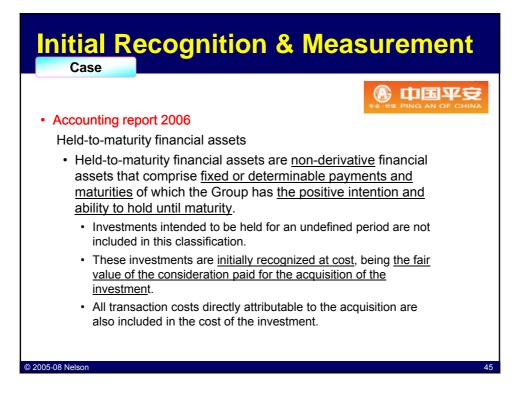


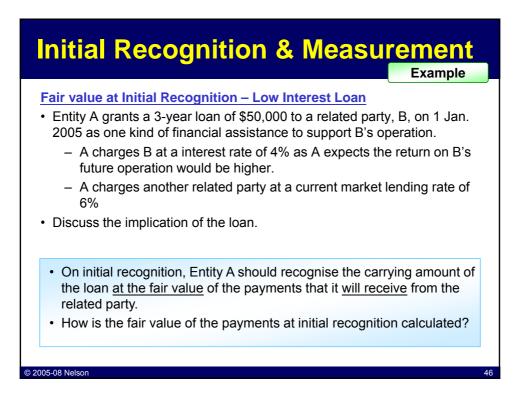
Initial Measurement (HKAS 39.AG64)

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- The fair value of a financial instrument on <u>initial recognition</u> is normally the transaction price (i.e. the fair value of the consideration given or received).
- However, if part of the consideration given or received is <u>for</u> <u>something other than the financial instrument</u>, the fair value of the financial instrument is estimated, using a valuation technique.
 - For example, the fair value of a long-term loan or receivable that carries no interest can be estimated as
 - the present value of all future cash receipts discounted using the prevailing market rate(s) of interest for a similar instrument (similar as to currency, term, type of interest rate and other factors) with a similar credit rating.
 - Any additional amount lent is <u>an expense or a reduction of income</u>
 - unless it qualifies for recognition as some other type of asset.

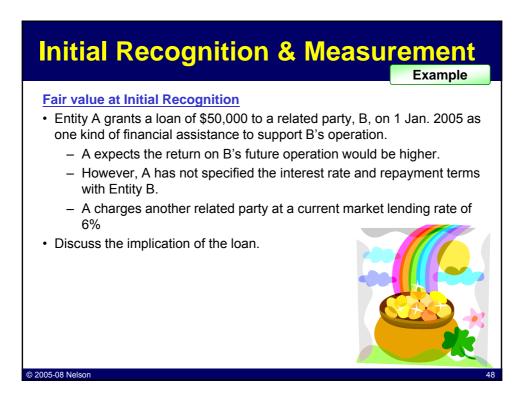






Initial Recognition & Measurement

	Cash inflow	Discount factor	Present value
31.12.2005	\$ 50,000 x 4% = \$ 2,000	1 / (1 + 6%) ¹	\$ 1,887
31.12.2006	\$ 2,000	1 / (1 + 6%) ²	\$ 1,780
31.12.2007	\$ 52,000	1 / (1 + 6%) ³	<u>\$ 43,660</u>
	Fair value at i	nitial recognition	\$ 47,327
rate of 6% The difference	g the interest and principal , Entity A will recognise an ince of \$ 2,673 is <u>expensed</u>	originated loan of <u>d immediately</u>	\$47,327.
	expectation about future op alify for recognition as an in	• •	Entity B does



Initial Recognition & Measurement

No Active Market: Valuation Technique (HKAS 39.AG79)

- Short-term receivables and payables with no stated interest rate may be measured
 - <u>at the original invoice amount</u> if the <u>effect of</u> discounting is immaterial.



- Implies, no matter it is receivable from related party, or interest-free
 - No discounting may be required
 - Effective interest estimates (imputed interest) may be required
- Can management argue it is "repayable on demand", even they expect that it would not be repaid soon?
 - · Is it an estimate or judgement issue?

Applied to

only?

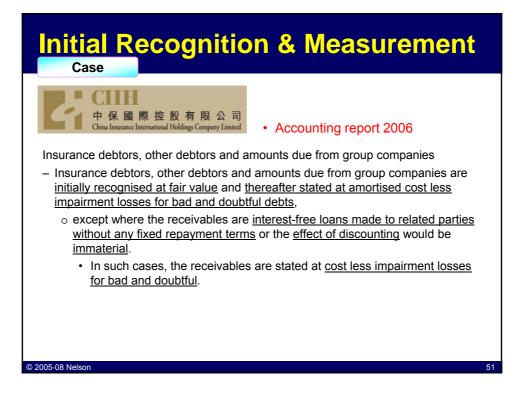
foreign operation

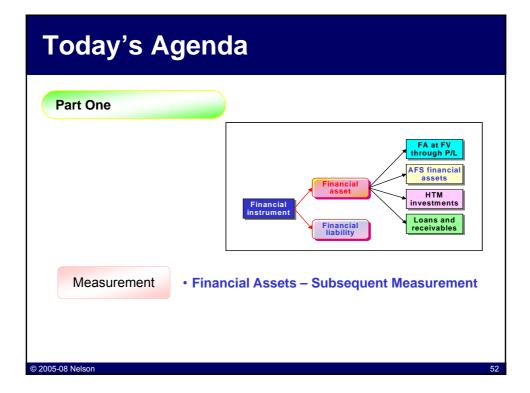
Initial Recognition & Measurement

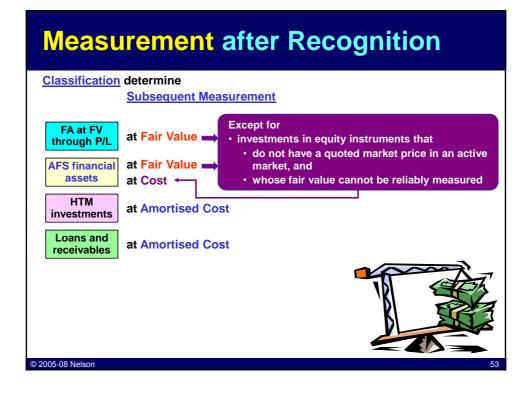
Any other ways?

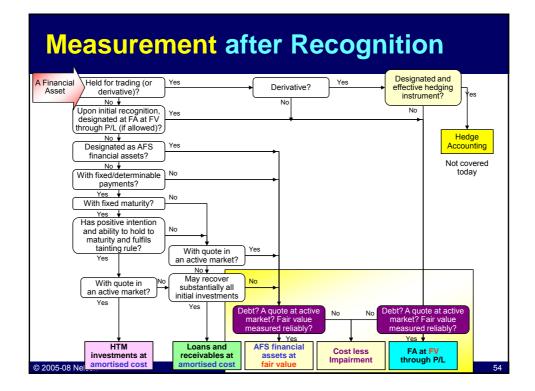
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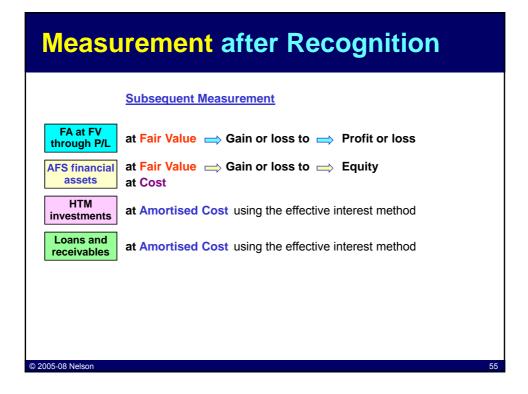
- HKAS 39.2 states "This Standard shall be applied by all entities to all types of financial instruments except:
 - a) those <u>interests in subsidiaries</u>, associates and joint ventures that are accounted for under HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 28 *Investments in Associates* or HKAS 31 *Interests in Joint Ventures*
- HKAS 21.15 states "An entity may have <u>a monetary item</u> that is receivable from or payable to a foreign operation.
 - An item for which settlement is neither planned nor likely to occur in the foreseeable future is, in substance,
 <u>a part of the entity's net investment</u> in that foreign operation
 - Such monetary items may include long-term receivables or loans.
 - They do not include trade receivables or trade payables.



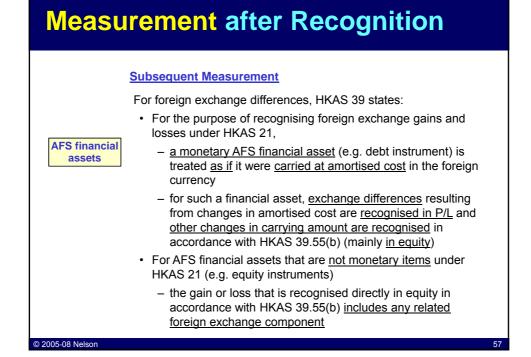


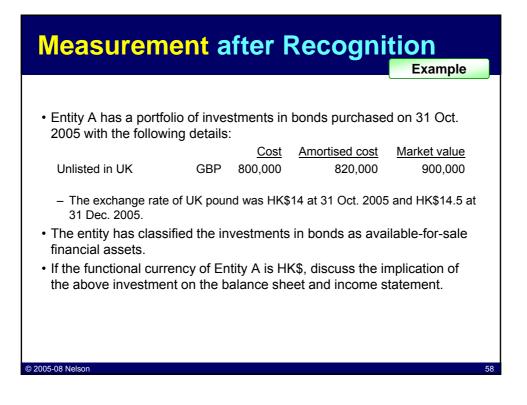


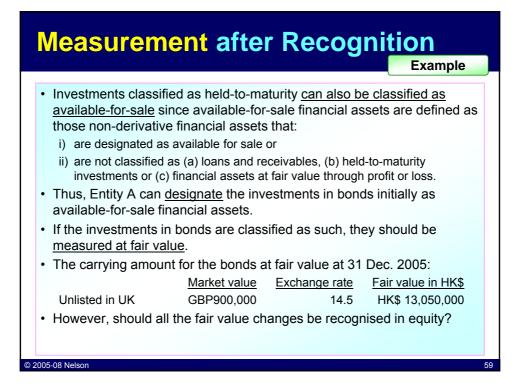


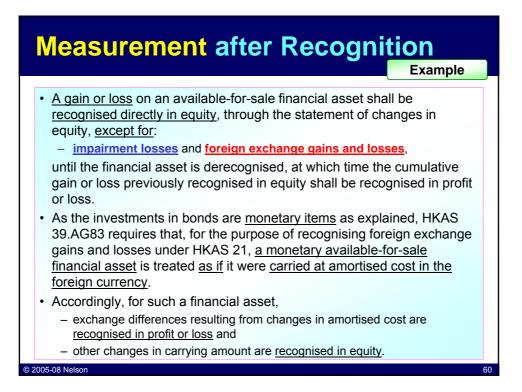


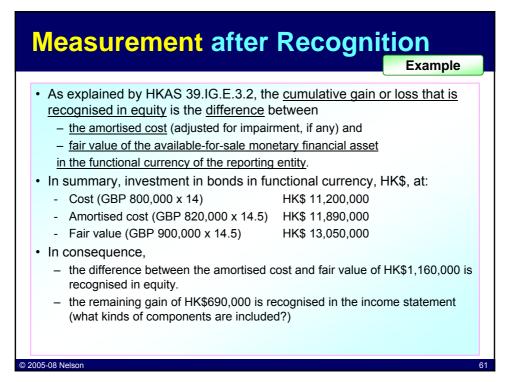
Measurement after Recognition **Subsequent Measurement** FA at FV at Fair Value improfit or loss shall be recognised in profit or loss through P/L at Fair Value in Gain or loss recognised directly in equity **AFS** financial assets at Cost · Except for · Impairment losses and нтм at Amortised Cost • Foreign exchange gains and losses investments (financial asset is treated as if it were Loans and carried at amortised cost in the foreign at Amortised Cost receivables currency for translation purpose) · Cumulative gain or loss recognised directly in equity shall be transferred to profit or loss on derecognition of the financial asset © 2005-08 Nelso

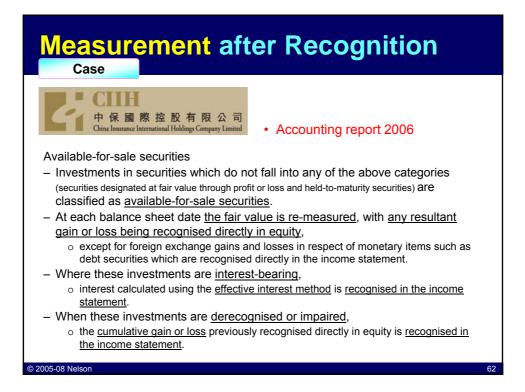












Measurement after Recognition

• Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Active market exists

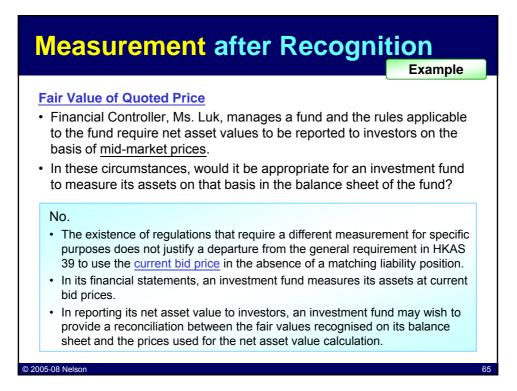
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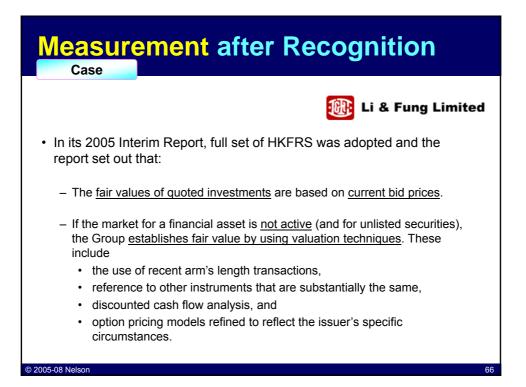
- A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange and similar entities.
- The existence of published price quotations in an active market is <u>the best</u> <u>evidence of fair value</u> and when they exist they should be used to measure the financial asset (or financial liability)
 - For an asset held (or liability to be issued)
 For an asset to be acquired (liability held)
- → Current bid price
- → Current ask price

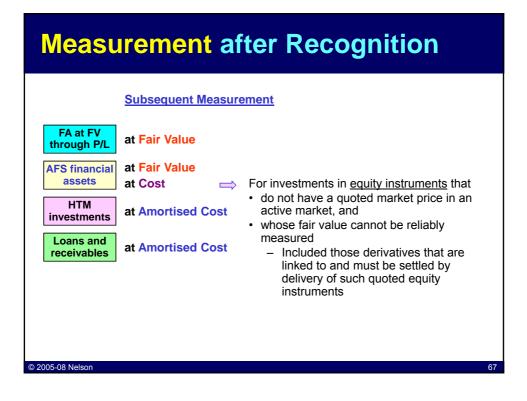
recent transaction

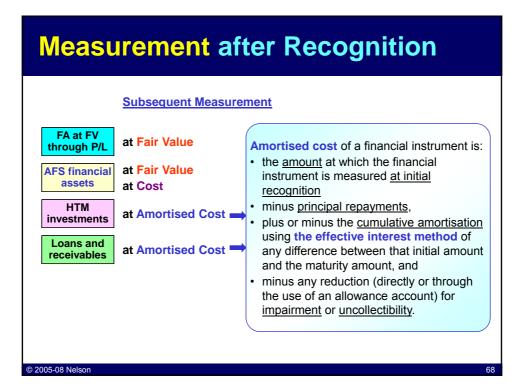
If the current bid and asking prices not available
 → Price of most

Measurement after Recognition • Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. No active market - An entity establishes fair value by using a valuation technique To establish what the transaction price would have been on the measurement date in an arm's length exchange motivated by normal business considerations Valuation techniques include Using recent arm's length market transactions between knowledgeable, willing parties Discounted cash flow analysis Option pricing models Can NAV of an unlisted entity be considered as fair value? It is much like a finance question yes & no © 2005-08 Nelso









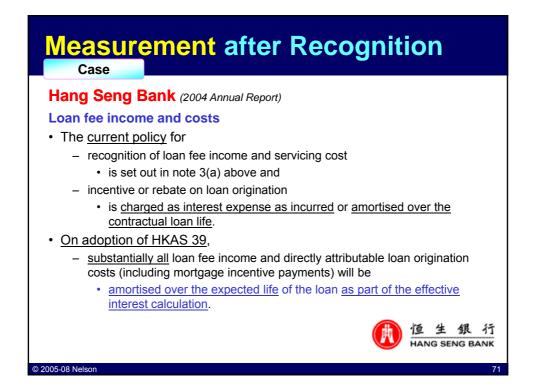
Measurement after Recognition

- · The effective interest method is a method
 - of <u>calculating the amortised cost</u> of a financial instruments (or group of financial instruments) and
 - of <u>allocating the interest income/expense over the</u> relevant period.
- The <u>effective interest rate</u> is the rate
 - is the rate that <u>exactly discounts</u> estimated future cash payments/receipts <u>through the expected life</u> of the financial instrument or,
 - when appropriate, <u>a shorter period</u> to the net carrying amount of the financial instrument.
- When calculating the effective interest rate,
 - an entity shall estimate cash flows considering <u>all</u> <u>contractual terms</u> of the financial instrument (for example, prepayment, call and similar options) but <u>shall</u> <u>not consider future credit losses</u>.



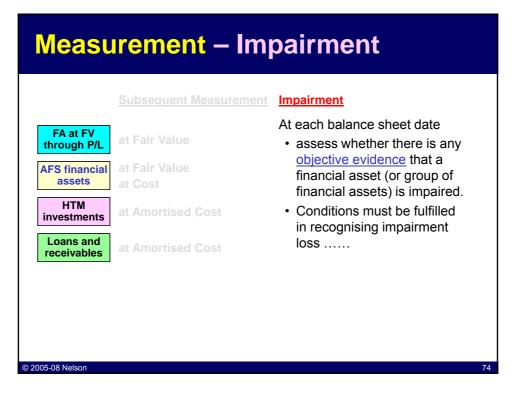
- · The calculation includes
 - <u>all fees and points paid or received</u> between parties to the contract that are an integral part of the effective interest rate (see HKAS 18),
 - transaction costs, and
 - all other premiums or discounts.
- There is a presumption that
 - the <u>cash flows</u> and the <u>expected life</u> of a group of similar financial instruments <u>can be estimated reliably</u>.
- · When applying the effective interest method
 - an entity generally <u>amortises</u> any fees, points paid or received, transaction costs and other premiums or discounts included in the calculation of the effective interest rate <u>over the expected life of the instrument</u>.

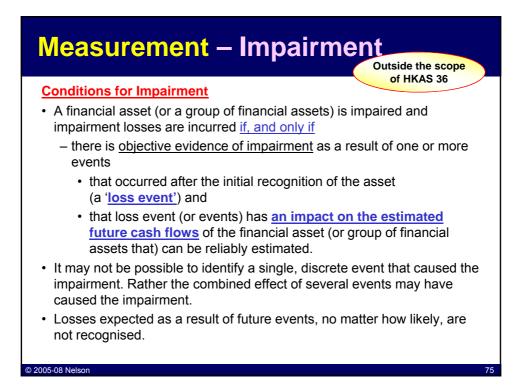
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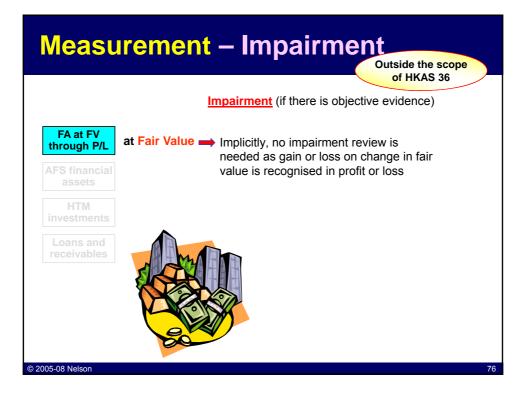


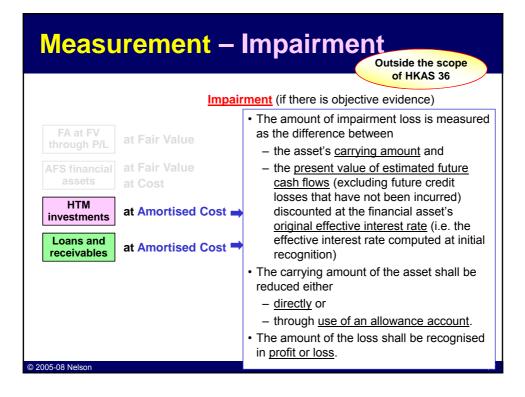
		Recogni	Example
Amortised Co	st on Low Interest Loan	,	
	same previous example, E	ntity A grants a 3-	year loan of
	n important new customer i		-
 The interest 	est rate on the loan is 4%		
 The current 	ent market lending rates for sin	nilar loans is 6%	
•	eves that the future busines	•	with this new
customer will	lead to a profitable lending	rolationchin	
	lead to a prolitable lending	relationship.	
	ognition, Entity A recognise		culated below):
	· · · · · · · · · ·		culated below): Present value
	ognition, Entity A recognise	d \$47,327 (as cal	,
On initial reco	ognition, Entity A recognise Cash inflow	d \$47,327 (as cal Discount factor	Present value
 On initial reconstruction 31.12.2005 	ognition, Entity A recognise Cash inflow \$ 50,000 x 4% = \$ 2,000	d \$47,327 (as cal Discount factor 1 / (1 + 6%) ¹	Present value \$ 1,887

Measurement after Recognition						
					Example	
			Effective	Interest		
		Balance b/f	interest (6%)	received (4%)	Balance c/f	
31.12.20	005	\$ 47,327	\$ 2,840	(\$ 2,000)	\$ 48,167	
31.12.20	006	\$ 48,167	\$ 2,890	(\$ 2,000)	\$ 49,057	
31.12.2007		\$ 49,057	\$ 2,943	(\$ 2,000)	\$ 50,000	
• For ex	xample	e, at 31.12.2005,	the entry is:			
Dr	Loans	s receivable (\$4 ⁻	7,327 x 6%)	2,8	40	
Cr Interest income (P/L) 2,840 Being effective interest income recognised for the year.						
Dr Cash (interest received, \$50,000 x 4%) 2,000						
Cr Loans receivable 2,000 Being cash interest received.						
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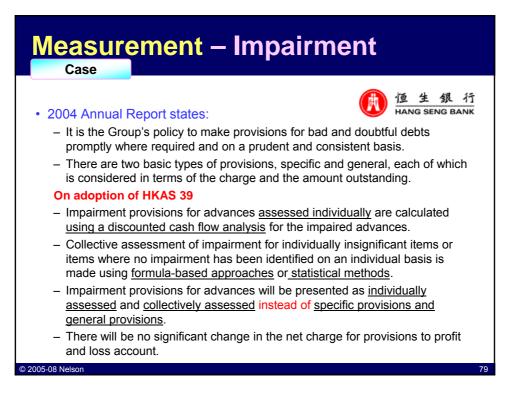








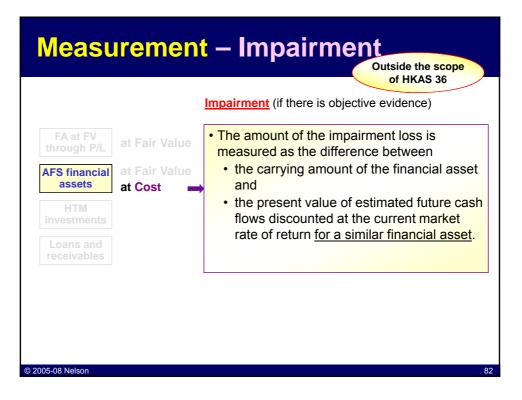
Measurement – Impairment				
	Impair	ment (if there is objective evidence)		
FA at FV through P/L	at Fair Value	 Sequence of Impairment Assessment First assesses whether objective evidence of impairment exists 		
AFS financial assets	at Fair Value at Cost	 individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. 		
HTM investments	at Amortised Cost 🔿	 If an entity determines that no objective evidence of impairment exists for an individually assessed financial asset, 		
Loans and receivables	at Amortised Cost ➡			
© 2005-08 Nelson		 Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment. 		

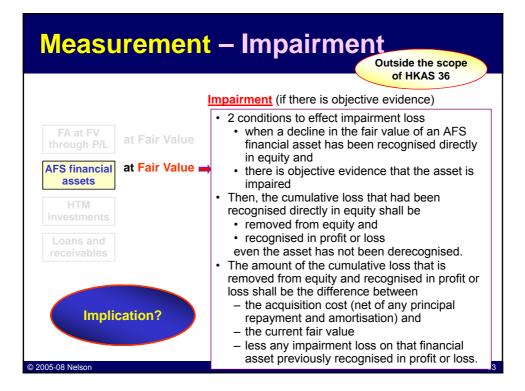


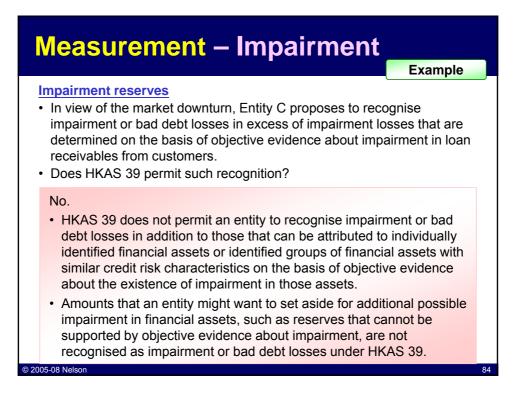
				Example
Amortised Co	ost on Low Int	erest Loan		
Followed on	n same previous	s example, Entity	y A grants a 3-ye	ear loan of
\$50,000 to a	an important ne	w customer in 1	Jan. 2005	
 The inte 	rest rate on the lo	oan is 4%		
 The curr 	rent market lendir	ng rates for simila	r loans is 6%	
		•	647,327 and at 3	
the amortise	ed cost was \$ 4	8,167. The repa	ayment schedule	e is:
		Effective	Interest	
	Balance b/f	interest (6%)	received (4%)	Balance c/f
31.12.2005	Balance b/f \$ 47,327	interest (6%) \$ 2,840	received (4%) (\$ 2,000)	
31.12.2005 31.12.2006		. ,	. ,	\$ 48,167
	\$ 47,327	\$ 2,840	(\$ 2,000)	\$ 48,167
31.12.2006	\$ 47,327 \$ 48,167	\$ 2,840 \$ 2,890	(\$ 2,000) (\$ 2,000)	\$ 48,167 \$ 49,057

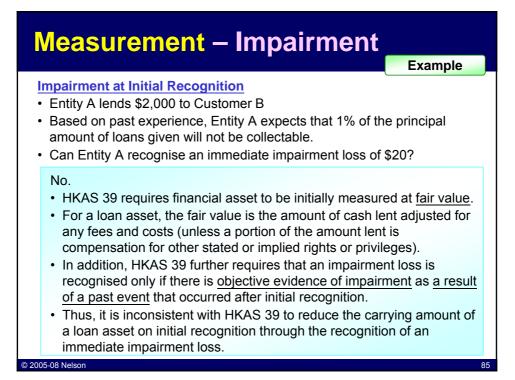
	•
Measurement – I	mpairment

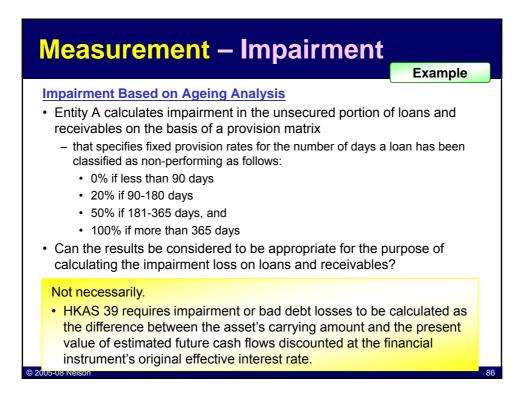
				Example	
		Cash to be received as estimated at 2.1.2006	Discount factor	Present value	
	31.12.2006	\$ 0	1 / (1 + 6%) ¹	\$ O	
	31.12.2007	\$ 50,000	1 / (1 + 6%) ²	<u>\$ 44,500</u>	
	Carrying amo	unt (per the balance as at	31.12.2006)	\$ 48,167	
	Present Value of estimated future cash flows discounted at original effective interest rate as at 2.1.2006				
	Impairment lo	SS		<u>\$ 3,667</u>	
	Dr Impairme	ent loss (in income statem	ent) \$	3,667	
		ance on impairment loss natively, Loans and receive	ables)	\$3,667	
© 20	05-08 Nelson				81











Measurement – Impairment

Example

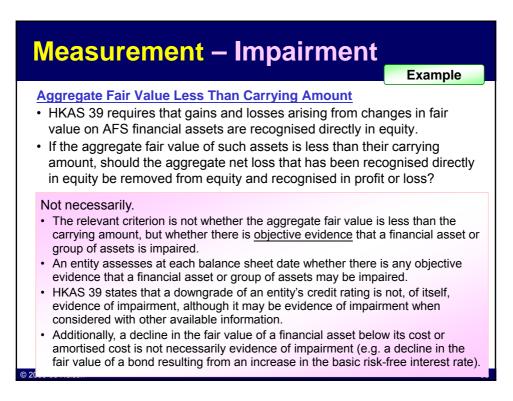
Impairment on Portfolio Basis

- If one loan in Entity A is impaired but the fair value of another loan in Entity A is above its amortised cost.
- Does HKAS 39 allow non-recognition of the impairment of the first loan?

No.

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- If an entity knows that an individual financial asset carried at amortised cost is impaired, HKAS 39 requires that the impairment of that asset should be recognised.
- HKAS 39 states: "the amount of the loss is measured as the difference between <u>the asset's</u> carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate".
- Measurement of impairment on a portfolio basis under HKAS 39 may be applied to groups of small balance items and to financial assets that are individually assessed and found not to be impaired when there is indication of impairment in a group of similar assets and impairment cannot be identified with an individual asset in that group.



Measurement – Impairment

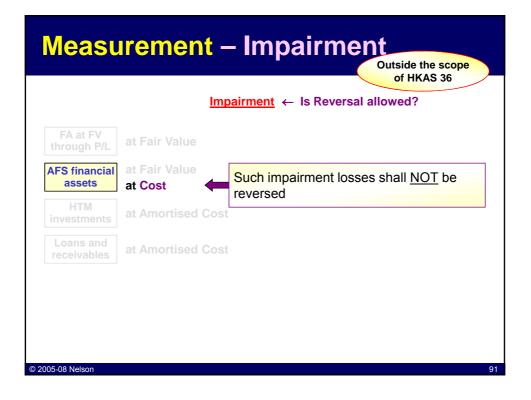
Standard Schartered

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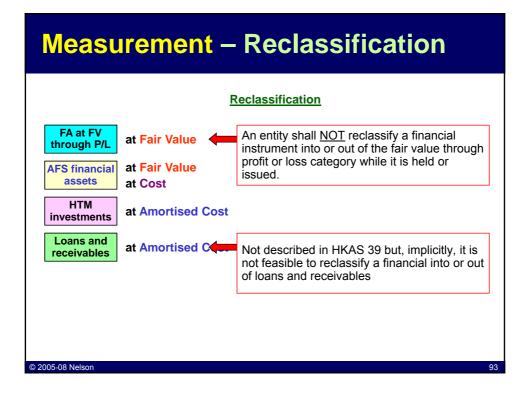
Accounting policy on impairment of available-for-sale assets (from 2005):

- A significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the assets are impaired.
 - If any such evidence exists for <u>available-for-sale financial assets</u>, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss) is <u>removed from equity</u> and <u>recognised in the income statement</u>.
- Impairment losses recognised in the income statement <u>on equity instruments</u> are <u>not reversed through the income statement</u>.
- If, in a subsequent period, the fair value of a <u>debt instrument</u> classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is <u>reversed through the income statement</u>.

Measu	Measurement – Impairment				
through P/L	at Fair Value	 airment ← Is Reversal allowed? Impairment losses on equity instrument – shall <u>NOT be reversed</u> through profit or loss. 			
Assets HTM investments	at Cost at Amortised Cost at Amortised Cost	 Impairment losses on <u>debt instrument</u> If, in a subsequent period the fair value of a debt instrument classified as AFS financial assets increases, and 			
		 the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss Then, the impairment loss shall be reversed, with the amount of the reversal recognised in profit or loss 			
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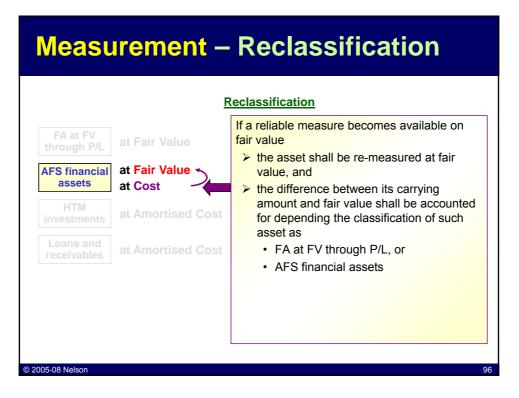
Measurement – Impairment				
	Imnai	rment ← Is Reversal allowed?		
FA at FV through P/L AFS financial assets HTM investments Loans and receivables	at Fair Value at Fair Value at Cost at Amortised Cost (at Amortised Cost (If, in a subsequent period the amount of the impairment loss decreases, and the decrease can be <u>related objectively</u> to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating) Then, the previously recognised impairment loss shall be reversed either directly or by adjusting an allowance account. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal shall be 		
© 2005-08 Nelson		recognised in profit or loss.		



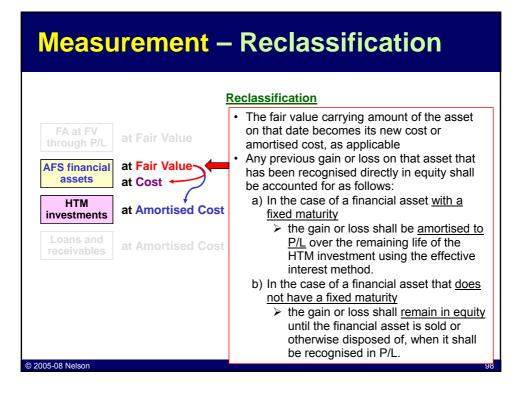
Measurement – Reclassification

Summary		Reclassified to			
		HTM investments	AFS financial assets at cost	AFS financial assets at fair value	
HTI	M estments	N/A	 Impossible as debt cannot be carried at cost 	 Change in intention or ability, or Tainting rule triggered 	
Reclassified ass	S financial sets cost	 Impossible as equity cannot be held to maturity 	N/A	 Reliable measure of fair value is available 	
ass	S financial sets fair value	 Change in intention or ability or Tainting rule expired 	 In rare case, fair value is no longer available 	N/A	
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Measurement – Reclassification Reclassification A change in intention or ability > HTM investments shall be reclassified as AFS financial assets **AFS** financial · re-measured at fair value, and assets • the difference between its carrying amount and fair value shall be нтм at Amortised Cost 📛 investments recognised directly in equity **Tainting rule triggered** > Any remaining HTM investments shall be reclassified as AFS financial assets. > On such reclassification, the difference between their carrying amount and fair value shall be recognised directly in equity © 2005-08 Nelson



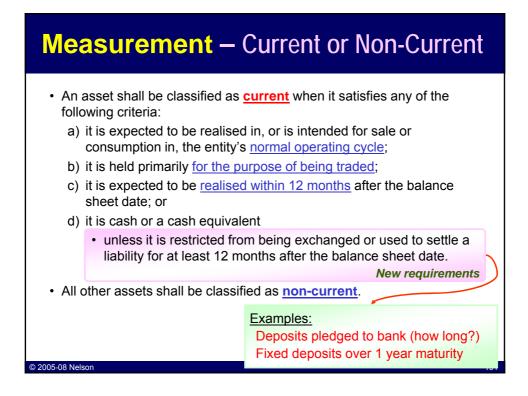
Measurement – Reclassification Reclassification · In case of · a change in intention or ability • in the rare circumstance, a reliable at Fair Value measure of fair value is no longer **AFS** financial assets available, or at Cost · tainting rule expires нтм at Amortised Cost investments · Then, it becomes appropriate to carry a financial asset at cost or amortised cost rather than at fair value © 2005-08 Nelson

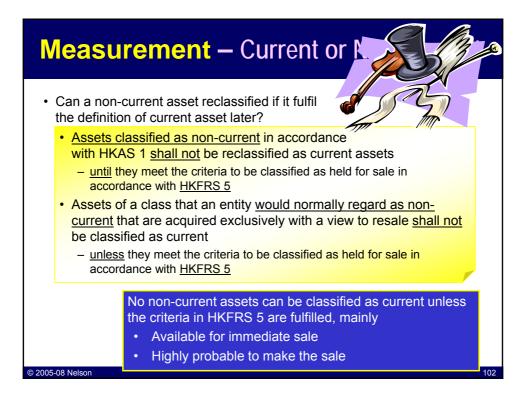


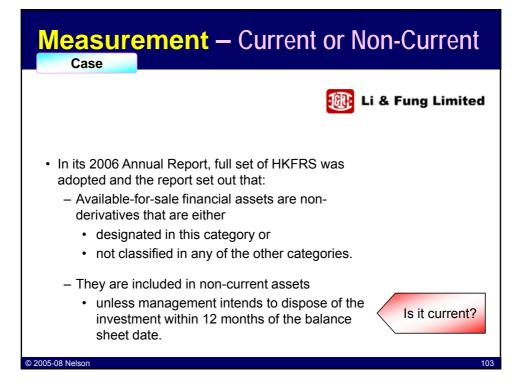
Measurement – Summary

	Subsequent <u>Measurement</u>	Impairment	<u>Reversal</u>	Reclassification
FA at FV through P/L	at Fair Value to P/L	Not required	N/A	Not allowed
AFS financial assets	at Fair Value to Equity at Cost	From Equity to P/L To P/L	Related objectively to an event for debt instrument only	To HTM or AFS at Cos To AFS at Fair Value
HTM investments	at Amortised Cost	To P/L	Related objectively to an event	To AFS
Loans and receivables	at Amortised Cost	To P/L	Related objectively to an event	Not described in HKAS 39; implicitly, not feasible
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Measurement – Current or Non-Current **Classified to Current** <u>HKAS 39</u> or Non-Current? Refer to HKAS 1 as well · Held for trading Current FA at FV through P/L <u>Non-Current</u> · Designated initially Tax **Implication?** Current **AFS** financial · Designated initially assets Non-Current Current Loans and · Not clearly defined receivables Non-Current Current · Intention to hold to maturity нтм • When will it be matured? investments Non-Current © 2005-08 Nelson

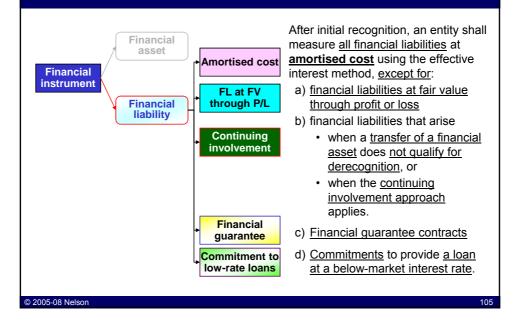




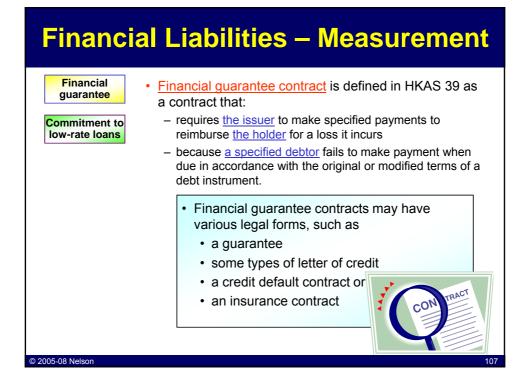


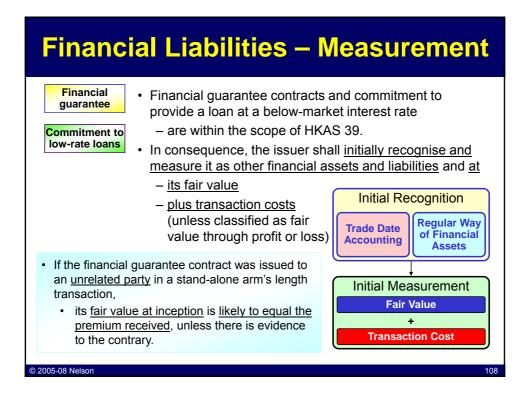


Financial Liabilities – Measurement

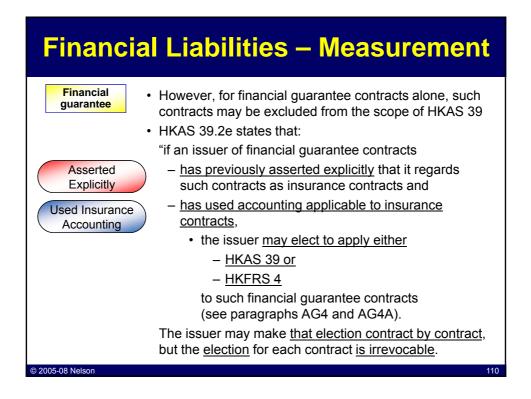


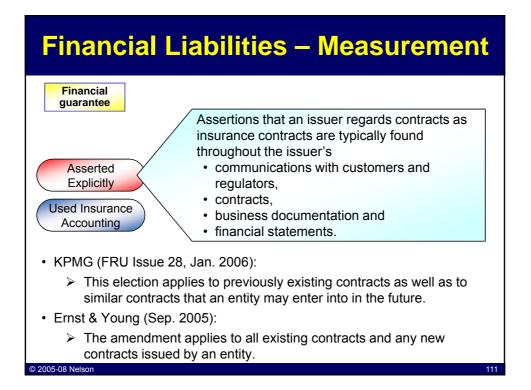
Finan	cial Liabilities – Measurement
Amortised cost	 Amortised cost As those discussed in financial assets
FL at FV through P/L	 Financial liabilities at fair value through profit or loss Similar to financial asset at fair value through profit or loss Those held for trading Entity has NO choice Acquired principally for selling in the near term Recent actual short-term profit taking Derivatives that are liabilities (except for hedging instruments) Those designated (if allowed) Excluded those unquoted and fair value cannot be reliably measured If a financial instrument that was previously recognised as a financial asset is measured at fair value and its fair value falls below zero, it is a financial liability
Continuing involvement	 Financial liabilities that arise when a transfer of a financial asset <u>does not qualify for</u> <u>derecognition</u>, or when the <u>Continuing Involvement Approach</u> applies
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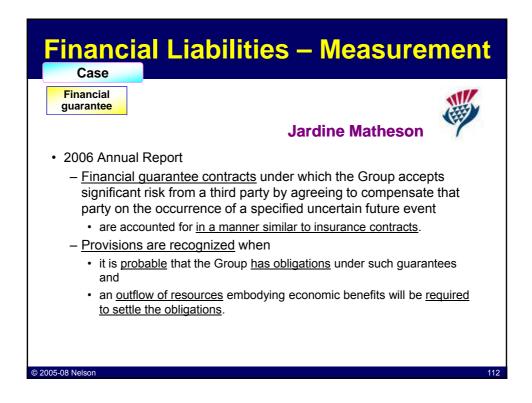


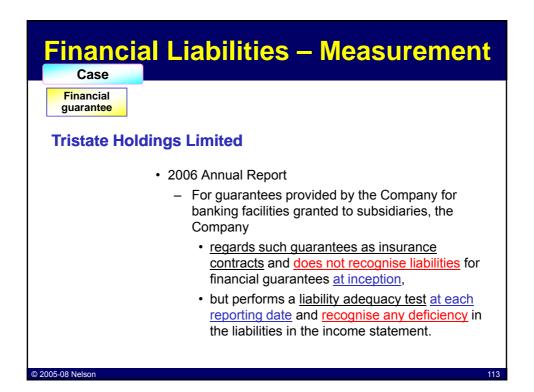


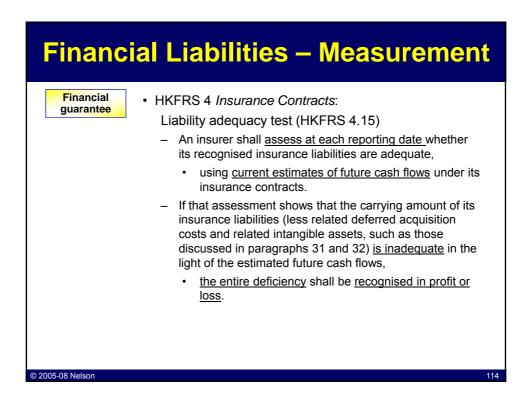
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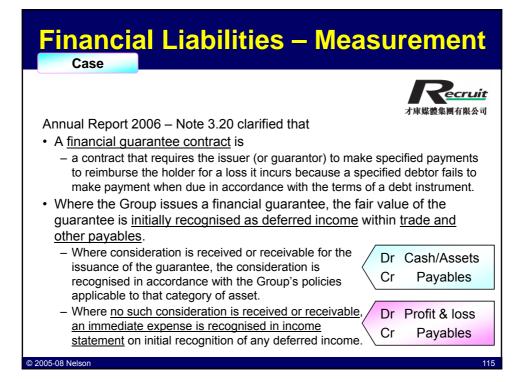


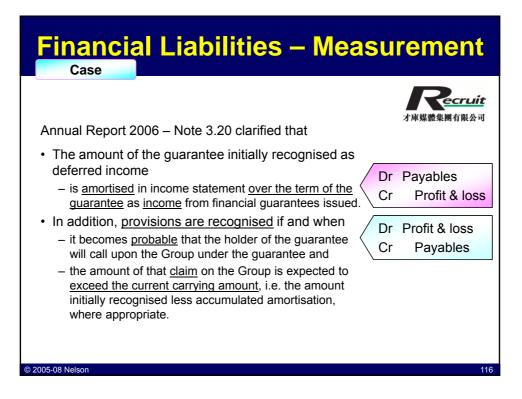




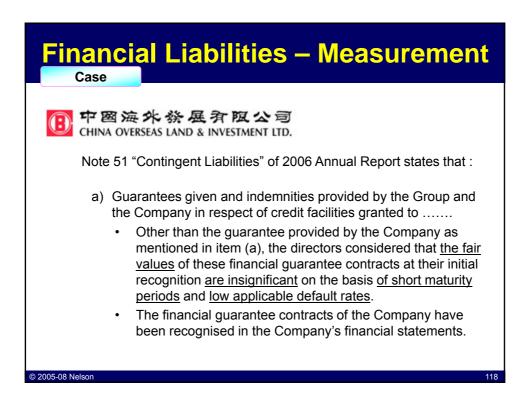








Financial Liabil	ities -	- Mea	suren	nent
How much did it have Annual Report 2006 – Note 36 s	et out:		オ庫媒督	Recruit 檀集團有限公司
	Grou	þ	Compa	ny
	2006	2005	2006	2005
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Corporate guarantees given and utilised* * As at 31 December 2006, the Company has extent of HK\$24,700,000 (2005: HK\$33,00 institutions as set out in Note 27 to the fir	50,000) in relation	to payments for a	ertain finance leas	es to financial
was utilised.				
Most critical "In the opinion c	of the direct	ors of the C	company,	
 no material liabilities will arise from ordinary course of business and 	n the above	guarantees v	which arose i	n the
 the <u>fair value</u> of the corporate gua 	rantees grar	nted by the C	ompany is <u>in</u>	nmaterial.
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Financial Liabilities – Measurement

KPMG

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The Illustrative Financial Statements for 2006 Note 37(c) states that:

- As at the balance sheet date, the directors do not consider it probable that a claim will be made against the company under any of the guarantees
- Deferred income in respect of the single guarantees issued is disclosed in note 26.
- The company <u>has not recognised</u> any deferred income in respect of the cross guarantee as its fair value <u>cannot be reliably measured</u> and <u>its</u> <u>transaction price was \$Nil</u>.

