

# HKFRS Update for 2011/2012

18 January 2012



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## Effective for 2011 Dec. Year-End

### Selected new interpretations and amendments to HKFRSs

- Amendments to HKAS 32 *Classification of Rights Issues*
- HKAS 24(Revised) *Related Party Disclosures*
- Amendments to HK(IFRIC) 14 HKAS 19 — *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*
- Amendment to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters*
- Annual Improvements to HKFRSs 2010

### Effective for periods beginning on/after

- 1 Feb. 2010
- 1 Jan. 2011
- 1 Jan. 2011
- 1 Jul. 2010
- 1 Jan. 2011 (unless specified)

- AB 4 *Guidance on the Determination of Realised Profits and Losses in the Context of Distributions under the Hong Kong Companies Ordinance*

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Updated to HKICPA Update No. 111 of 30 Dec. 2011

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## Effective for 2012 Dec. Year-End

Selected new interpretations and amendments to HKFRSs	Effective for periods beginning on/after
• Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>	➤ 1 Jul. 2011
• Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i>	➤ 1 Jul. 2011
• Amendments of HKAS 12 <i>Deferred Tax: Recovery of Underlying Assets</i>	➤ 1 Jan. 2012 

## Effective after 2012 Dec. Year-End

Selected new interpretations and amendments to HKFRSs	Effective for periods beginning on/after
• HKFRS 9 <i>Financial Instruments</i> (with additions of financial liabilities in 2010)	➤ 1 Jan. 2015 (as amended) 
• HKFRS 10 <i>Consolidated Financial Statements</i>	➤ 1 Jan. 2013 
• HKFRS 11 <i>Joint Arrangements</i>	➤ 1 Jan. 2013 
• HKFRS 12 <i>Disclosure of Interests in Other Entities</i>	➤ 1 Jan. 2013 
• HKFRS 13 <i>Fair Value Measurement</i>	➤ 1 Jan. 2013 
• HKAS 1 (revised) <i>Presentation of Items of OCI</i>	➤ 1 Jul. 2012 
• HKAS 19 (revised) <i>Employee Benefits</i>	➤ 1 Jan. 2013 
• HK(IFRIC) – Int 20 <i>Stripping Costs in the Production Phase of a Surface Mine</i>	➤ 1 Jan. 2013
• Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i>	➤ 1 Jan. 2014
• Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Disclosures - Offsetting Financial Assets and Financial Liabilities</i>	➤ 1 Jan. 2013
• Amendments to HKFRS 9 <i>Financial Instruments and HKFRS 7 – Mandatory Effective Date of HKFRS 9 and Transition Disclosures</i>	➤ 1 Jan. 2015

# Today's Agenda



Update of Amendments to HKFRS  
effective for 2011/12

Update of Amendments to HKFRS/IFRS  
effective for 2012/13

Update of Amendments to HKFRS/IFRS  
effective after y.e. 31 December 2012

# Today's Agenda



Update of Amendments to HKFRS  
effective for 2011/12

## Effective for 2011 Dec. Year-End

### Selected new interpretations and amendments to HKFRSs

- |   |                                  |
|---|----------------------------------|
| • Amendments to HKAS 32 <i>Classification of Rights Issues</i>  | ➤ 1 Feb. 2010                    |
| • HKAS 24(Revised) <i>Related Party Disclosures</i>   | ➤ 1 Jan. 2011                    |
| • Amendments to HK(IFRIC) 14 HKAS 19 — <i>The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i>  | ➤ 1 Jan. 2011                    |
| • Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i> | ➤ 1 Jul. 2010                    |
| • Annual Improvements to HKFRSs 2010  | ➤ 1 Jan. 2011 (unless specified) |

### Effective for periods beginning on/after

- AB 4 *Guidance on the Determination of Realised Profits and Losses in the Context of Distributions under the Hong Kong Companies Ordinance*

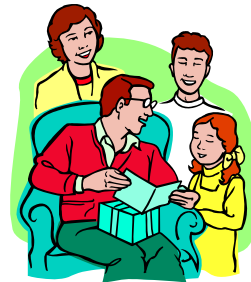
## Related Party Disclosures

(HKAS 24)



## Key Amendments

- Related party – Definition change
- Government-related entities – Definition and Exemption
- Commitment is included for disclosure



## Definition of a Related Party

- A **related party** is a person or entity that is related to the entity that is preparing its financial statements (i.e. reporting entity).
  - a) A person or a close member of that person's family is related to a reporting entity if that person:
    - i. has control or joint control over the reporting entity;
    - ii. has significant influence over the reporting entity; or
    - iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

## Definition of a Related Party

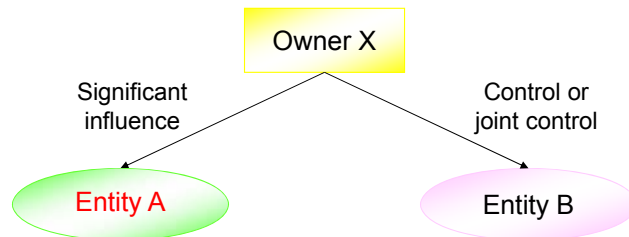
- A **related party** is a person or entity that is related to the entity that is preparing its financial statements (i.e. reporting entity).
- b) An entity is related to a reporting entity if any of the following conditions applies:
  - i. The entity and the reporting entity are members of the same group (which means that each parent, sub. and fellow sub. is related to the others).
  - ii. One entity is an associate or JV of the other entity (or an associate or JV of a member of a group of which the other entity is a member).
  - iii. Both entities are JV of the same third party.
  - iv. One entity is a JV of a third entity and the other entity is an associate of the third entity.
  - v. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
  - vi. The entity is controlled or jointly controlled by a person identified in (a).
  - vii. A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

## Definition of a Related Party – Key Changes

- Clearly separate the related party to 2 angles:
  - 1) Person (replaced “individual” as well), and
  - 2) Entity
- Eliminate inconsistencies in the definition and make it symmetrical:
  - When Entity A is identified as a related party in Entity B’s financial statements, Entity B will also be identified as related party in Entity A’s financial statements.
- Entities with only “common significant influence” (no matter from an entity or a person) are not related to each other
- However, whenever a person or entity has both
  - joint control over Entity X and
  - joint control or significant influence over Entity Y,
    - Entity X and Y are related to each other.

## Definition of a Related Party – Key Changes

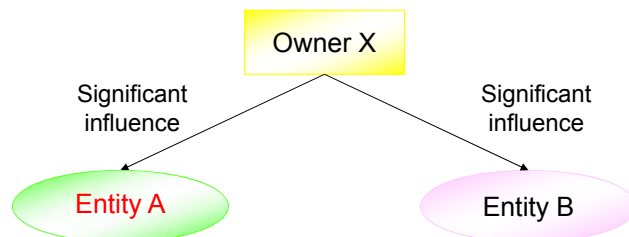
Example



- Entity A and Entity B are related to each other in both Entity A's and Entity B's financial statements
- Previously, they are not regarded as related parties.

## Definition of a Related Party – Key Changes

Example



- Entity A and Entity B are not related to each other in both Entity A's and Entity B's financial statements

## Definition of a Related Party – Key Changes

- Remove the term “significant voting power” in the definition of a related party
- Clarify that
  - An associate includes subsidiaries of the associate and
  - A joint venture includes subsidiaries of the joint venture
  - Two entities are not related parties simply because a member of key management personnel of one entity has significant influence over the other entity.
- Amended that
  - Close members of the family of an individual are (not may) those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include (not “they may include” as in previous HKAS 24):
    - a) the person’s children and spouse or domestic partner;
    - b) children of the person’s spouse or domestic partner; and
    - c) dependants of that person or that person’s spouse or domestic partner.

## Disclosures – Government



- A reporting entity is exempt from the disclosure requirements of HKAS 24.18 in relation to related party transactions and outstanding balances, including commitments, with:
  - a) a government that has control, joint control or significant influence over the reporting entity; and
  - b) another entity that is a related party because the same government has control, joint control or significant influence over both the reporting entity and the other entity. (HKAS 24.25)



## Disclosures – Government

- If a reporting entity applies the exemption in HKAS 24.25 (last slide), it shall disclose the following about the transactions and related outstanding balances referred to in HKAS 24.25:
  - a) the name of the government and the nature of its relationship with the reporting entity (ie control, joint control or significant influence);
  - b) the following information in sufficient detail to enable users of the entity's financial statements to understand the effect of related party transactions on its financial statements:
    - i. the nature and amount of each individually significant transaction; and
    - ii. for other transactions that are collectively, but not individually, significant,
      - a qualitative or quantitative indication of their extent.Types of transactions include those listed in HKAS 24.21. (HKAS 24.26)

Individually  
Significant

Collectively  
significant

## Improvements to HKFRSs 2010



# Introduction

- Annual Improvement Project
  - A vehicle for making non-urgent but necessary amendments to IFRS (and consequentially HKFRSs)
  - Introduced by the IASB in 2007 and issued each year
  - Improvement to HKFRSs 2010 is the one finalised in 2010
- The project has amended
  - 8 HKFRSs and 1 HK(IFRIC) Interpretations



# Summary

## Amendments to

HKFRS 1	First-time Adoption of Hong Kong Financial Reporting Standards	
HKFRS 3	Business Combinations	
HKFRS 7	Financial Instruments: Disclosures	▶
HKAS 1	Presentation of Financial Statements	▶
HKAS 21, 28 & 31	Transition requirements for amendments arising as a result of HKAS 27 Consolidated and Separate Financial Statements	
HKAS 34	Interim Financial Reporting	
HK(IFRIC)-Int 13	Customer Loyalty Programmes	

# Amendments to HKFRS 7

## Nature and Extent of Risks

- Para. 32A is added for clarification of disclosure:
  - Providing qualitative disclosures in the context of quantitative disclosures enables users to link related disclosures and hence form an overall picture of the nature and extent of risks arising from financial instruments.
  - The interaction between qualitative and quantitative disclosures contributes to disclosure of information in a way that better enables users to evaluate an entity's exposure to risks. (HKFRS 7.32A)



# Amendments to HKFRS 7



## Quantitative Disclosures

## Credit risk

- An entity shall disclose by class of financial instrument:
  - a) the amount that best represents its maximum exposure to credit risk at the reporting date without taking account of any collateral held or other credit enhancements (e.g. netting agreements that do not qualify for offset in accordance with HKAS 32); this disclosure is not required for financial instruments whose carrying amount best represents the maximum exposure to credit risk.
  - b) a description of collateral held as security and of other credit enhancements, and their financial effect (eg a quantification of the extent to which collateral and other credit enhancements mitigate credit risk) in respect of the amount that best represents the maximum exposure to credit risk (whether disclosed in accordance with (a) or represented by the carrying amount of a financial instrument).
  - c) information about the credit quality of financial assets that are neither past due nor impaired.

## Amendments to HKFRS 7

### Effective date

- An entity shall apply those amendments for annual periods beginning on or after 1 January 2011.
- Earlier application is permitted.
  - If an entity applies the amendments for an earlier period it shall disclose that fact. (HKFRS 7.44L)

No specific transition stated

Imply Retrospectively

Comparatives should be re-presented



## Amendments to HKAS 1

### Clarification of Statement of Changes in Equity

- HKAS 1.106(d) requires an entity to provide a reconciliation of changes in each component of equity.
- In *Improvements to HKFRSs 2010*, it clarified that entities may present the required reconciliations for each component of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements.
  - HKAS 1.106A is added and states that:
    - For each component of equity an entity shall present, either
      - in the statement of changes in equity or
      - in the notes,  
an analysis of other comprehensive income by item (see HKAS 1.106(d)(ii)). (HKAS 1.106A)



# Amendments to HKAS 1

## Clarification of Statement of Changes in Equity

- HKAS 1.106(d) states that:
  - for each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing changes resulting from:
    - i. profit or loss;
    - ii. other comprehensive income; and
    - iii. transactions with owners in their capacity as owners, showing separately contributions by and distributions to owners and changes in ownership interests in subsidiaries that do not result in a loss of control. (HKAS 1.106(d))



# Amendments to HKAS 1

## Effective date

- An entity shall apply those amendments for annual periods beginning on or after 1 January 2011.
- Earlier application is permitted. (HKAS 1.139F)

No specific transition stated

Imply Retrospectively

Comparatives should be re-presented



# Today's Agenda




Update of Amendments to HKFRS/IFRS  
effective for 2012/13

## Effective for 2012 Dec. Year-End

### Selected new interpretations and amendments to HKFRSs

### Effective for periods beginning on/after

- Amendments to HKFRS 7 *Financial Instruments: Disclosures – Transfers of Financial Assets* ➤ 1 Jul. 2011
- Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards — Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters* ➤ 1 Jul. 2011
- Amendments of HKAS 12 *Deferred Tax: Recovery of Underlying Assets* ➤ 1 Jan. 2012 

# Recovery of Underlying Asset

(Amendments to HKAS 12 Income Tax)



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## Introduction

- HKAS 12 *Income Taxes* requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through
  - use or sale.
- It can be difficult and subjective to assess whether recovery will be through use or through sale
  - when the asset is measured using the fair value model in HKAS 40 Investment Property.
- The amendment provides a practical solution to the problem
  - by introducing a presumption that recovery of the carrying amount will, normally be, be through sale.

No such exemption for PPE using revaluation model under HKAS 16

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## Recovery of Underlying Asset

- If a deferred tax liability or asset arises from investment property that is measured using the **fair value model** in HKAS 40,
  - there is a **rebuttable presumption** that the carrying amount of the investment property will be recovered through sale.
- Accordingly, unless the presumption is rebutted,
  - the measurement of the deferred tax liability or deferred tax asset shall reflect the tax consequences of recovering the carrying amount of the investment property **entirely through sale**. (HKAS 12.51C)

i.e. no deferred tax is required when tax on sale is zero!

- This presumption is rebutted if the investment property
  - is depreciable and
  - is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.
- If the presumption is rebutted, the requirements of HKAS 12.51 and 51A shall be followed.



## Effective Date and Transition

- An entity shall apply the amendments for annual periods beginning on or after 1 January 2012.
- Earlier application is permitted.
- If an entity applies the amendments for an earlier period, it shall disclose that fact.





## Amendments to HKAS 12

### Case



#### Financial Statements 2010

- Note 2 states “Amendments to HKAS 12 *Income Taxes*” as follows:
  - Amendments to HKAS 12 titled “Deferred Tax: Recovery of Underlying Assets” have been applied in advance of their effective date (annual periods beginning on or after 1 January 2012).
    - Under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment Property” are presumed to be recovered through sale, unless the presumption is rebutted in certain circumstances.

## Amendments to HKAS 12

### Case



#### Financial Statements 2010

- Note 2 states “Amendments to HKAS 12 *Income Taxes*” as follows:
  - As a result, the Group’s investment properties that are measured using the fair value model have been presumed to be recovered through sale for the purpose of measuring deferred tax liabilities and deferred tax assets in respect of such properties.
    - This resulted in deferred tax liabilities being decreased by HK\$3,409 million and HK\$3,616 million as at 1 January 2009 and 31 December 2009 respectively, with the corresponding adjustment being recognised in retained profits.
  - In the current year, no deferred tax has been provided for in respect of changes in fair value of such investment properties, whereas previously deferred tax liabilities were provided for in relation to the changes in fair value of such investment properties.
    - The application of the amendments has resulted in profit for the year being increased by HK\$426 million.

# Today's Agenda










Update of Amendments to HKFRS/IFRS effective after y.e. 31 December 2012

## Effective after 2012 Dec. Year-End

### Selected new interpretations and amendments to HKFRSs

- HKFRS 9 *Financial Instruments*  
(with additions of financial liabilities in 2010) ➤ 1 Jan. 2015 (as amended)
- HKFRS 10 *Consolidated Financial Statements* ➤ 1 Jan. 2013
- HKFRS 11 *Joint Arrangements* ➤ 1 Jan. 2013
- HKFRS 12 *Disclosure of Interests in Other Entities* ➤ 1 Jan. 2013
- HKFRS 13 *Fair Value Measurement* ➤ 1 Jan. 2013
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- Amendments to HKFRS 9 *Financial Instruments and HKFRS 7 – Mandatory Effective Date of HKFRS 9 and Transition Disclosures* ➤ 1 Jan. 2015

### Effective for periods beginning on/after

- 1 Jan. 2015 (as amended) 
- 1 Jan. 2013 
- 1 Jan. 2013 
- 1 Jan. 2013 
- 1 Jan. 2013 
- 1 Jul. 2012 
- 1 Jan. 2013 

# Financial Instruments

(HKFRS 9)



## Chapters

- 1 Objective
- 2 Scope
- 3 Recognition and Derecognition
- 4 Classification
- 5 Measurement
- 6 Hedge Accounting (*not used yet*)
- ~~7 Disclosures (*not used yet*)~~
- ~~7 8~~ Effective Date and Transition

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## Background

- In response to the input received on its work responding to the financial crisis, and following the conclusions of the G20 leaders and the recommendations of international bodies,
  - the IASB announced an accelerated timetable for replacing IAS 39 in April 2009, and
  - finally, *IFRS 9 Financial Instruments* in Nov. 2009
- HKFRS 9 was issued to maintain international convergence with the issuance of IFRS 9.



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## Background

- The three main phases of the project to replace HKAS 39 are:
  - a) Phase 1: Classification and measurement of financial assets and financial liabilities.
  - b) Phase 2: Impairment methodology.
  - c) Phase 3: Hedge accounting.
- HKFRS 9 issued so far includes only the chapters relating to Phase 1 (classification and measurement of financial assets and financial liabilities).

Additions of Financial Liabilities issued on 25 Nov. 2010 in HK



## Chapter 3 Recognition & Derecognition

- An entity shall recognise a financial asset or a financial liability in its statement of financial position when, and only when,
  - the entity becomes party to the contractual provisions of the instrument.
- When an entity first recognises a financial asset, it shall
  - classify it in accordance with paragraphs 4.1.1-4.1.5 and
  - measure it in accordance with paragraph 5.1.1 and 5.1.2.
- When an entity first recognises a financial liability, it shall
  - classify it in accordance with paragraphs 4.2.1 and 4.2.2 and
  - measure it in accordance with paragraph 5.1.1. (para. 3.1.1)

Same as before

Amended  
(Ch. 4 of HKFRS 9)

Amended  
(Ch. 5 of HKFRS 9)

Similar to  
HKAS 39

Same para. as  
financial assets

## Chapter 4.1 Classification of FA

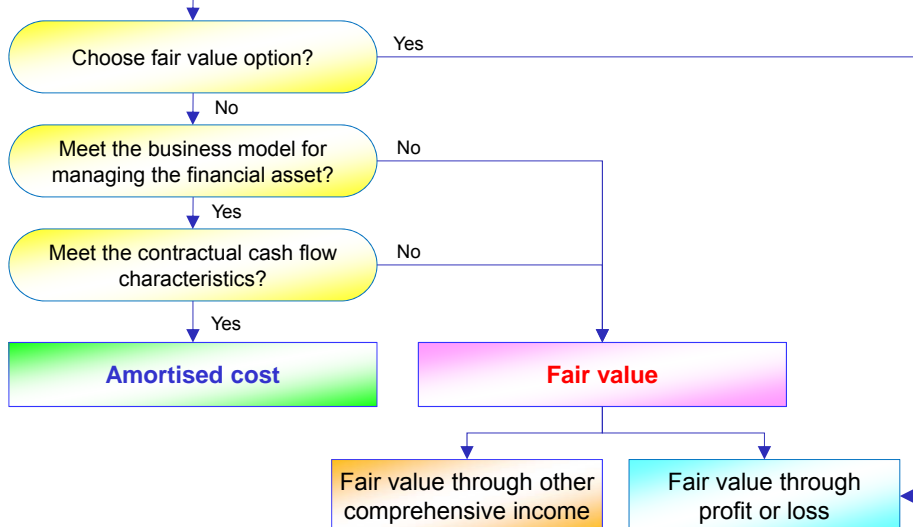
- Unless para. 4.1.5 of HKFRS 9 (so-called “fair value option”) applies, an entity shall classify financial assets as subsequently measured at either
    - **amortised cost** or
    - **fair value**
- on the basis of both:
- a) the entity’s **business model** for managing the financial assets; and
  - b) the **contractual cash flow characteristics** of the financial asset. (para. 4.1.1)

Amortised cost

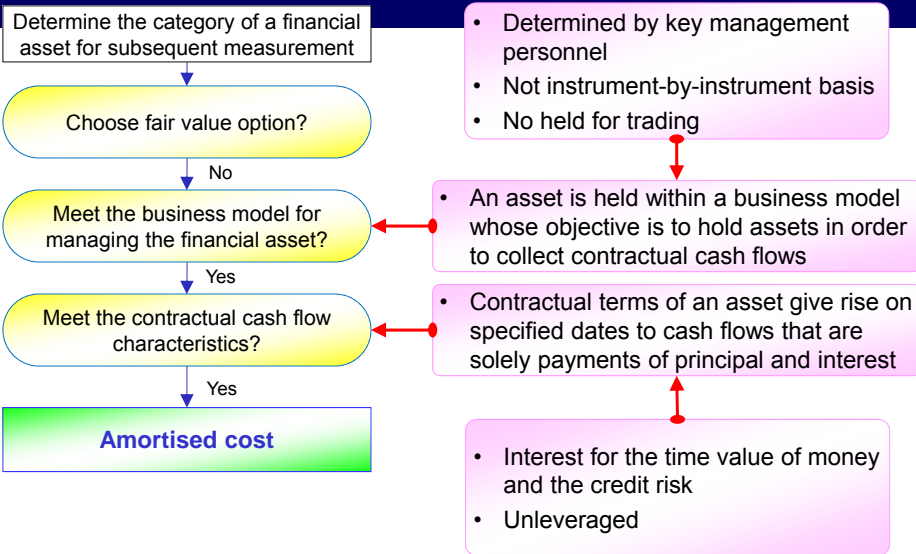
Fair value

## Chapter 4.1 Classification of FA

Determine the category of a financial asset for subsequent measurement



## Chapter 4.1 Classification of FA



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## Chapter 4.1 Classification of FA

### Case



Financial statements 2009 states that:

- Following the adoption of HKFRS 9, investments and other financial assets of the Group extant at 31 December 2009 are classified under the following categories:

Financial assets measured at **amortised cost**

Investments are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows for managing liquidity and generating income on its investment, but not for the purpose of realising fair value gains; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, with interest being the consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and are unleveraged.

Bank deposits, trade and accounts receivable and other deposits are also classified under this category.

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# Chapter 4.1 Classification of FA

## Case



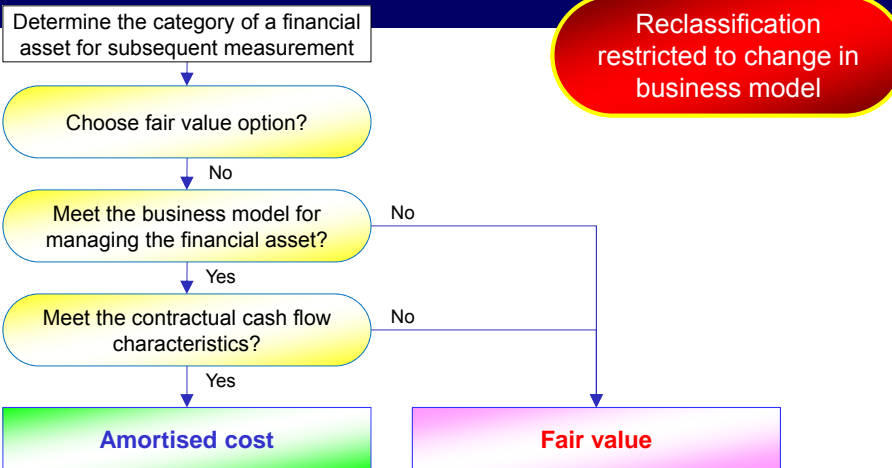
Financial statements 2009 states that:

Financial assets measured at fair value through profit or loss

Investments and other financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost.

Securities or bank deposits with embedded derivatives are classified in their entirety as measured at fair value through profit or loss, where the economic characteristics and risks of the embedded derivatives are dissimilar to those of the host contracts and modify the contractual cash flows, such that they are not solely payments of principal and interest on the principal amount outstanding or the interest rate does not reflect only consideration for the time value of money and credit risk.

# Chapter 4.4 Reclassification



- When, and only when, an entity changes its business model for managing financial assets it shall reclassify all affected financial assets in accordance with para. 4.1.1–4.1.4. (para. 4.4.1)

# Chapter 5 Measurement

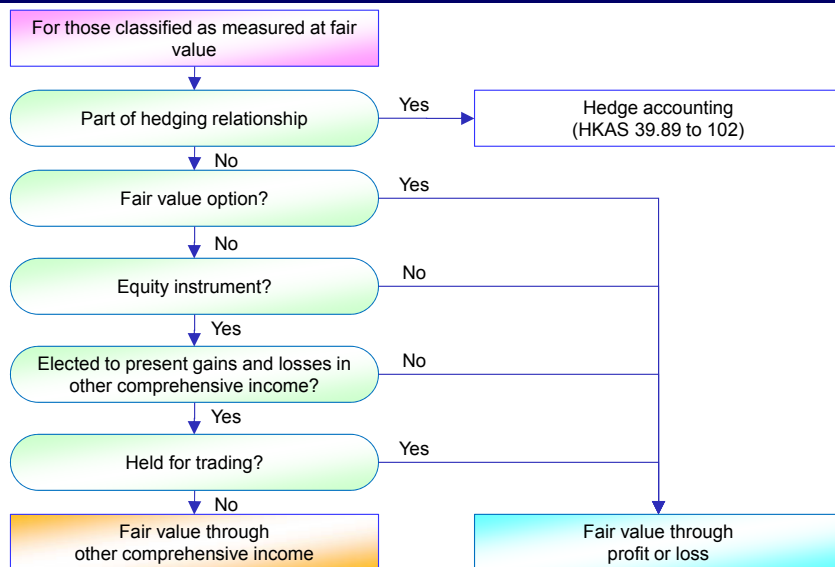
## Subsequent Measurement of Financial Assets

- After initial recognition, an entity shall measure financial assets in accordance with para. 4.1 -4.5 (as discussed above) at
  - **fair value** or
  - **amortised cost**
- An entity shall apply the impairment requirements of HKAS 39 to all financial assets measured at amortised cost.
  - No impairment requirements on financial assets measured at fair value
- An entity shall apply the hedge accounting requirements of HKAS 39 to financial assets that are designated as hedged items.

Amortised cost

Fair value

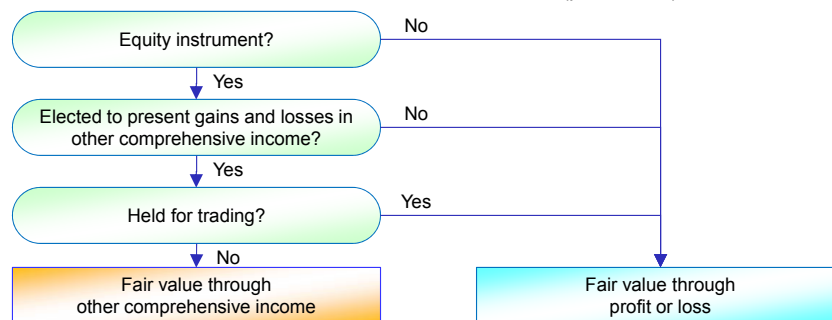
# Chapter 5.7 Gains and Losses





## Chapter 5.7 Gains and Losses

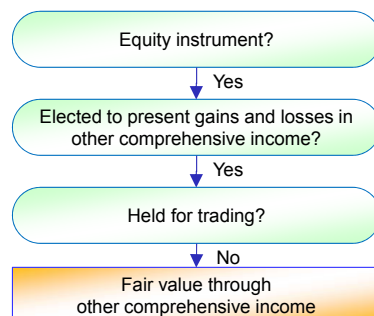
- At initial recognition, an entity may make an irrevocable election to
  - present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument within the scope of HKFRS 9 that are not held for trading. (para. 5.7.5)
- If an entity makes such election, it shall recognise in profit or loss dividends from that investment when the entity's right to receive payment of the dividend is established in accordance with HKAS 18 *Revenue*. (para. 5.7.6)



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## Chapter 5.7 Gains and Losses

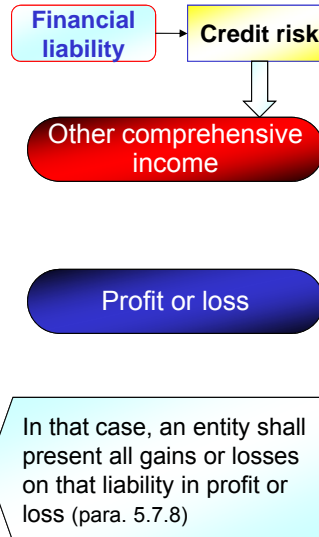
- Such irrevocable election (presenting fair value changes in other comprehensive income)
  - is made on an instrument-by-instrument (ie share-by-share) basis.
- Amounts presented in other comprehensive income shall not be subsequently transferred to profit or loss.
  - However, the entity may transfer the cumulative gain or loss within equity (e.g.. transfer between reserves).
- Dividends on such investments are recognised in profit or loss in accordance with HKAS 18 *Revenue*
  - unless the dividend clearly represents a recovery of part of the cost of the investment. (para. B5.7.1)



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## Chapter 5.7 Gains and Losses

- An entity shall present a gain or loss on a financial liability designated as at fair value through profit or loss as follows:
  - a. The amount of change in the fair value of the financial liability that is attributable to **changes in the credit risk** of that liability shall be **presented in other comprehensive income** (see para. B5.7.13–B5.7.20), and
  - b. the **remaining amount of change in the fair value** of the liability shall be **presented in profit or loss**
- unless
  - the treatment of the effects of changes in the liability's credit risk described in (a) would **create or enlarge an accounting mismatch in profit or loss** (in which case paragraph 5.7.8 applies). (para. 5.7.7)



## Chapter 7 Effective Date & Transition

### Effective date

- An entity shall apply HKFRS 9 for annual periods beginning on or after 1 January 2013.
- Earlier application is permitted.
- However, if an entity elects to apply HKFRS 9 early and has not already applied HKFRS 9 issued in 2009, it must apply all of the requirements in HKFRS 9 at the same time (but see also para. 7.3.2).
- If an entity applies HKFRS 9 in its financial statements for a period beginning before 1 January 2013,
  - it shall disclose that fact and at the same time apply the amendments in Appendix C (i.e. Amendments to other HKFRSs). (para. 7.1.1)

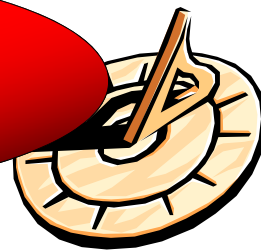


## Chapter 7 Effective Date & Transition

### Transition

- An entity shall apply HKFRS 9 retrospectively, in accordance with HKAS 8, except as specified in paragraphs 7.2.4–7.2.15.
- HKFRS 9 shall not be applied to items that have already been derecognised at the date of initial application. (para. 7.2.1)

The IASB published on 4 Aug. 2011 for public comment an exposure draft of proposals to adjust the mandatory effective date of IFRS 9 to 1 January 2015



## IFRS/HKFRS Issued in 2011

### **On 12 May 2011**

- The IASB issued 4 new IFRS .....
  - IFRS 10 *Consolidated Financial Statements*
  - IFRS 11 *Joint Arrangements*
  - IFRS 12 *Disclosure of Interests in Other Entities*
  - IFRS 13 *Fair Value Measurement*

### **On 16 June 2011**

- The IASB amended 2 other IFRS
  - IAS 1 *Presentation of Financial Statements*
  - IAS 19 *Employee Benefits*

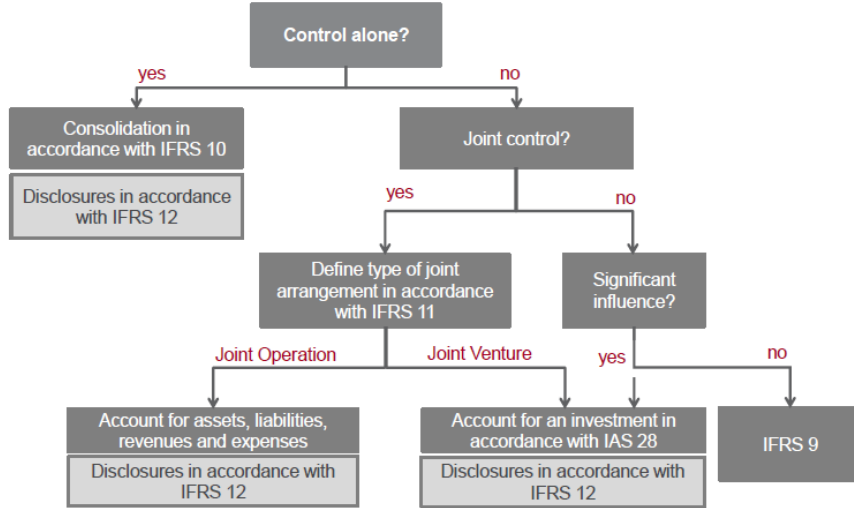
### **On 24 June and 14 July 2011**

- The HKICPA issued the same in HKFRS and HKAS



# Briefing on HKFRS 10, 11 and 12

## Interaction between IFRS/HKFRS 10, 11 and 12 and IAS/HKAS 28

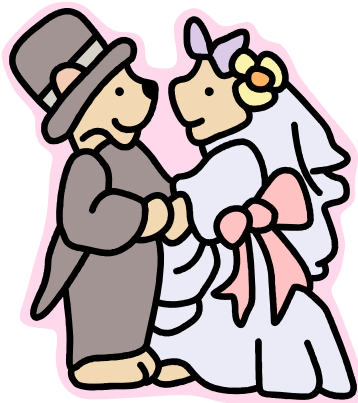


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The graph is adapted from the IASB 55

# Consolidated Financial Statements

(HKFRS 10)



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## HKFRS 10 Consol. Financial Statements

- The contents of HKFRS 10:
  - a. requires an entity (the parent) that controls one or more other entities (subsidiaries) to present consolidated financial statements;
  - b. defines the principle of control, and establishes control as the basis for consolidation;
  - c. sets out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee; and
  - d. sets out the accounting requirements for the preparation of consolidated financial statements (HKFRS 10.2).



## HKFRS 10 Consol. Financial Statements

- The IASB explains that
  - The application of IAS 27 and SIC-12 revealed inconsistent application in a number of areas:
    - Applying the definition of control: the perceived conflict of emphasis between
      - IAS 27 (power to govern financial and operating policies) and
      - SIC-12 (risks and rewards)led to inconsistent application of the definition of control for different types of entities.
    - Control without a majority of voting rights: because IAS 27 does not provide explicit guidance in this area, similar relationships between entities were being accounted for differently.
    - Agency relationships: the lack of guidance for these relationships meant that similar transactions (e.g. those involving funds or investment conduits) were being accounted for differently.
  - Instead, IFRS 10 contains a single consolidation model that identifies control as the basis for consolidation for all types of entities
    - Also providing additional application guidance, will increase consistent application in these areas.

## HKFRS 10 Consol. Financial Statements

- While HKFRS 10 become effective,
  - HKAS 27 becomes “separate financial statements”
- Indicator still refers to “**control**” but .....
- An investor, regardless of the nature of its involvement with an entity (the investee),
  - shall determine whether it is a parent by assessing whether it controls the investee. (HKFRS 10.5)
- An investor controls an investee when
  - it is exposed, or has rights, to variable returns from its involvement with the investee and
  - has the ability to affect those returns through its power over the investee. (HKFRS 10.6)



## HKFRS 10 Consol. Financial Statements

- Thus, an investor controls an investee if and only if the investor has all the following:
  - power over the investee;
  - exposure, or rights, to variable returns from its involvement with the investee; and
  - the ability to use its power over the investee to affect the amount of the investor's returns (HKFRS 10.7)

Power is defined as “existing rights that give the current ability to direct the relevant activities”

relevant activities are “activities of the investee that significantly affect the investee's returns”

### Rights include

- voting rights, potential voting rights, proportionate voting rights, substantive rights, removal rights, decision-making rights, protective rights, contractual rights .....



## HKFRS 10 Consol. Financial Statements

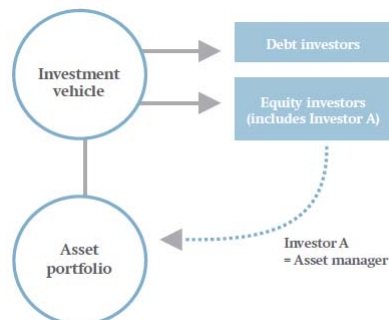
- Consideration of the following factors may assist in making the determination whether an investor controls an investee:
  - a. the purpose and design of the investee;
  - b. what the relevant activities are and how decisions about those activities are made;
  - c. whether the rights of the investor give it the current ability to direct the relevant activities;
  - d. whether the investor is exposed, or has rights, to variable returns from its involvement with the investee; and
  - e. whether the investor has the ability to use its power over the investee to affect the amount of the investor's returns. (HKFRS 10.B3)



## HKFRS 10 Consol. Financial Statements

### Example

- An investment vehicle
  - It is created to purchase a portfolio of financial assets, funded by debt and equity instruments issued to a number of investors.
  - The equity tranche is designed to absorb the first losses and to receive residual returns of the investee.
- Investor A holds 30% of the equity
  - is also the asset manager who manages the vehicle's asset portfolio within portfolio guidelines.
  - The management includes decisions about
    - the selection, acquisition and disposal of the assets within those portfolio guidelines and
    - the management upon default of any asset in the portfolio.



## HKFRS 10 Consol. Financial Statements

### Example

- In applying HK(SIC)-Int 12, some would conclude that Investor A does not consolidate the investment vehicle.
  - Investor A holds 30% of the equity and therefore does not bear the majority of the risks and rewards.
  - The investment vehicle was arguably created for the benefit of all investors, and not only for the benefit of Investor A.
- According to IFRS 10, Investor A controls the investment vehicle.
  - Investor A
    - has the ability to direct the relevant activities,
    - has rights to variable returns from the performance of the vehicle and
    - has the ability to use its power to affect its own returns.

## HKFRS 10: Effective Date

- An entity shall apply HKFRS 11 for annual periods beginning on or after 1 January 2013.
- Earlier application is permitted.
- If an entity applies HKFRS 11 earlier, it shall disclose that fact and apply HKFRS 11, HKFRS 12, HKAS 27 (as amended in 2011) and HKAS 28 (as amended in 2011) at the same time. (HKFRS 10.C1)





# Joint Arrangement

(HKFRS 11)

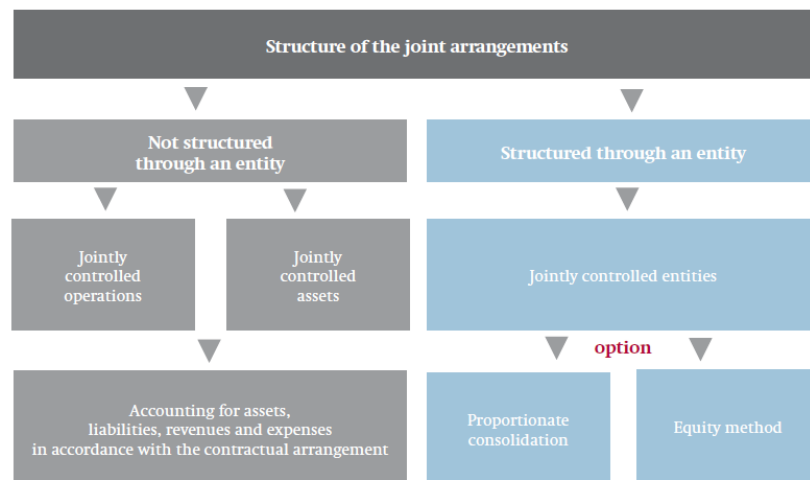


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## HKFRS 11 Joint Arrangements

Previously in HKAS 31



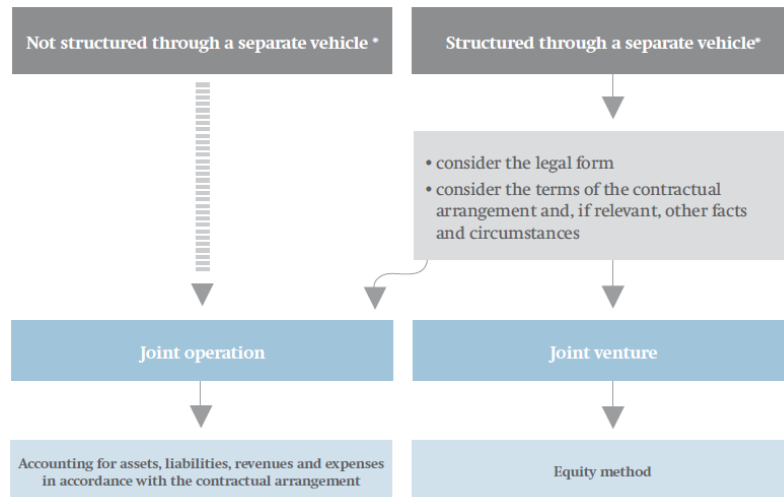
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The graph is adapted from the IASB

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# HKFRS 11 Joint Arrangements

Introduced and amended in HKFRS 11



# HKFRS 11 Joint Arrangements

- **Joint Arrangement,**

- a new name to subrogate joint venture, simultaneously, joint venture has another meaning now
- is defined to be an arrangement of which two or more parties have **joint control**.
- has the following characteristics:
  - a. The parties are bound by a contractual arrangement.
  - b. The contractual arrangement gives two or more of those parties joint control of the arrangement. (HKFRS 11.4-5)

Joint control is defined as

- the contractually agreed sharing of control of an arrangement,
- which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.



## HKFRS 11 Joint Arrangements

- In consequence, joint arrangement is a new name to subrogate joint venture,
  - simultaneously, joint venture has another meaning now
- A new structure in classification, a joint arrangement is either (HKFRS 11.6)

Joint Operation

Joint Venture



## HKFRS 11 Joint Arrangements

- An entity shall determine the type of joint arrangement in which it is involved.
- The classification of a joint arrangement as a joint operation or a joint venture depends upon the rights and obligations of the parties to the arrangement. (HKFRS 11.14)

Joint Operation

Joint Venture



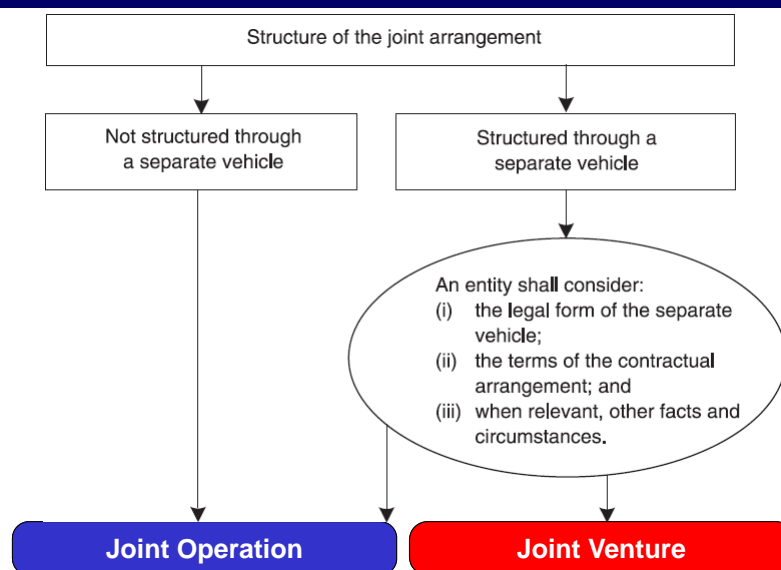
# HKFRS 11 Joint Arrangements

- When making assessment the rights and obligations arising from the arrangement, an entity shall consider the following:
  - a. the structure of the joint arrangement
  - b. when the joint arrangement is structured through a separate vehicle:
    - i. the legal form of the separate vehicle;
    - ii. the terms of the contractual arrangement; and
    - iii. when relevant, other facts and circumstances. (HKFRS 11.B15)

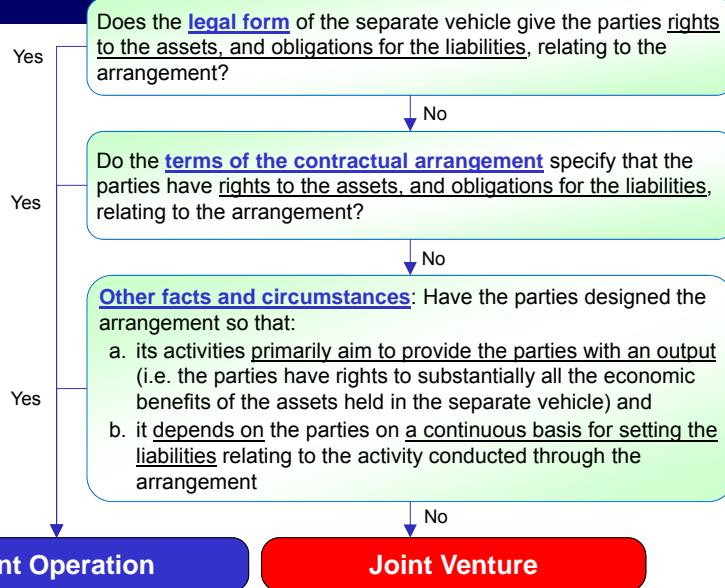
Joint Operation

Joint Venture

# HKFRS 11 Joint Arrangements



# HKFRS 11 Joint Arrangements



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The graph is adapted from HKFRS 11.B33

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# HKFRS 11 Joint Arrangements



A joint operation is

- a joint arrangement whereby the parties that have joint control of the arrangement **have rights to the assets, and obligations for the liabilities**, relating to the arrangement.

Those parties are called **joint operators** (HKFRS 11.15).

A joint venture is

- a joint arrangement whereby the parties that have joint control of the arrangement **have rights to the net assets** of the arrangement.

Those parties are called **joint venturers** (HKFRS 11.16).

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## HKFRS 11 Joint Arrangements

### Joint Operation



- A joint operator shall recognise in relation to its interest in a joint operation:
  - a. its assets, including its share of any assets held jointly;
  - b. its liabilities, including its share of any liabilities incurred jointly;
  - c. its revenue from the sale of its share of the output arising from the joint operation;
  - d. its share of the revenue from the sale of the output by the joint operation; and
  - e. its expenses, including its share of any expenses incurred jointly. (HKFRS 11.20)

## HKFRS 11 Joint Arrangements



### Joint Venture

- A joint venturer
  - shall recognise its interest in a joint venture as an investment and
  - shall account for that investment using the equity method in accordance with HKAS 28 *Investments in Associates and Joint Ventures*
    - unless the entity is exempted from applying the equity method as specified in HKAS 28 (HKFRS 11.24).
- HKAS 28 is renamed as “Investments in Associates and Joint Ventures”

## HKFRS 11: Effective Date

- An entity shall apply HKFRS 11 for annual periods beginning on or after 1 January 2013.
- Earlier application is permitted.
- If an entity applies HKFRS 11 earlier, it shall disclose that fact and apply HKFRS 10, HKFRS 12, HKAS 27 (as amended in 2011) and HKAS 28 (as amended in 2011) at the same time. (HKFRS 11.C1)



## Discl. Interests in Other Entities

(HKFRS 12)



## HKFRS 12 Discl. of Interest in Other Entities

- The objective of HKFRS 12 is to require an entity to disclose information that enables users of its financial statements to evaluate:
  - a. the nature of, and risks associated with, its interests in other entities; and
  - b. the effects of those interests on its financial position, financial performance and cash flows (HKFRS 12.1).



## HKFRS 12 Discl. of Interest in Other Entities

- To meet the objective of HKFRS 12, an entity shall disclose:
  - a. the significant judgements and assumptions it has made
    - in determining the nature of its interest in another entity or arrangement, and
    - in determining the type of joint arrangement in which it has an interest; and
  - b. information about its interests in:
    - i. subsidiaries;
    - ii. joint arrangements and associates; and
    - iii. structured entities that are not controlled by the entity (unconsolidated structured entities) (HKFRS 12.2).



**What is  
Structured Entity?**



## HKFRS 12 Discl. of Interest in Other Entities

- Structured entity is defined as:
  - An entity that has been designed so that
    - voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and
    - the relevant activities are directed by means of contractual arrangements.
- HKFRS 12.B22–B24 provide further information about structured entities.



What is  
Structured Entity?

## HKFRS 12 Discl. of Interest in Other Entities

- Structured entity often has some or all of the following features or attributes:
  - a. restricted activities.
  - b. a narrow and well-defined objective, such as
    - to effect a tax-efficient lease,
    - to carry out research and development activities,
    - to provide a source of capital or funding to an entity or
    - to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity to investors.
  - c. insufficient equity to permit the structured entity to finance its activities without subordinated financial support.
  - d. financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches). (HKFRS 12.B22).



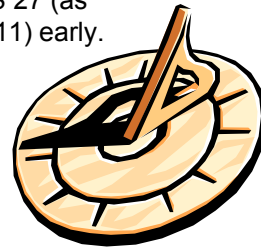
Examples include:

- a. securitisation vehicles,
- b. asset-backed financings.
- c. some investment funds.

What is  
Structured Entity?

## HKFRS 12: Effective Date

- An entity shall apply HKFRS 12 for annual periods beginning on or after 1 January 2013.
- Earlier application is permitted.
- An entity is encouraged to provide information required by HKFRS 12 earlier than annual periods beginning on or after 1 January 2013.
- Providing some of the disclosures required by HKFRS 12 does not compel the entity to comply with all the requirements of HKFRS 12 or to apply HKFRS 10, HKFRS 11, HKAS 27 (as amended in 2011) and HKAS 28 (as amended in 2011) early. (HKFRS 12.C1)



## Fair Value Measurement

(HKFRS 13)



## Introduction – Fair Value Debate

- In the global financial crisis, accountants and their accounting standards had been pleaded as guilty to create the financial tsunami
- To be accountable for the global financial stability, the IASB and FASB were forced to take measures to address the issues and to amend their respective accounting standards
- IFRS 13 *Fair Value Measurement* is one of the consequences to provide converged guidance on fair value measurement.



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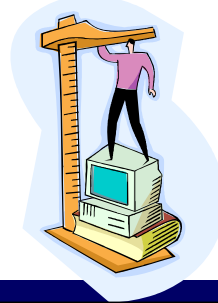
# Introduction

- HKFRS 13 is a single standard to address the measurement fair value used in many other HKFRSs:
  - a. defines fair value;
  - b. sets out in a single HKFRS a framework for measuring fair value; and
  - c. requires disclosures about fair value measurements. (HKFRS 13.1)

Definition of  
Fair Value

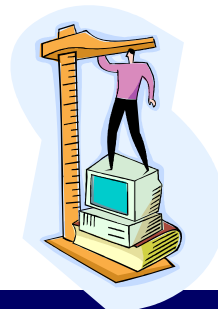
Single Framework for  
FV Measurement

Disclosure



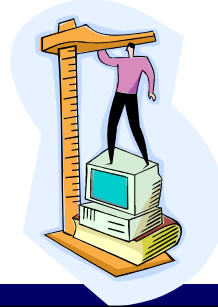
# 1. Applicable Standard and Scope

- With effective from annual periods beginning on or after 1 January 2013, except in specified circumstances as set out below, an entity is required to apply HKFRS 13, when another HKFRS requires or permits
  1. Fair value measurements, or disclosures about fair value measurements; and
  2. Measurements, such as fair value less costs to sell, based on fair value, or disclosure about those measurements. (HKFRS 13.5)



# 1. Applicable Standard and Scope

- Measurement and disclosure requirements of HKFRS 13 not apply to:
  1. Share-based payment transactions within the scope of HKFRS 2 *Share-based Payment*;
  2. Leasing transactions within the scope of HKAS 17 *Leases*; and
  3. Measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*. (HKFRS 13.6)
- Disclosures required by HKFRS 13 not required for:
  1. Plan assets measured at fair value in accordance with HKAS 19 *Employee Benefits*;
  2. Retirement benefit plan investments measured at fair value in accordance with HKAS 26 *Accounting and Reporting by Retirement Benefit Plans*; and
  3. Assets for which recoverable amount is fair value less costs of disposal in accordance with HKAS 36. (HKFRS 13.7)



# 2. Definition of Fair Value

- Fair value is defined in HKFRS 13 as
  - the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. (HKFRS 13.9)
  - i.e. an exit price
    - It is a market-based measurement, not an entity-specific measurement
- Historically, fair value is normally defined as:
  - The amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Definition of Fair Value



## 2. Definition of Fair Value

The IASB considered the previous definition of fair value:

- a. did not specify whether an entity is buying or selling the asset;
- b. was unclear about what is meant by settling a liability because it did not refer to the creditor, but to knowledgeable, willing parties; and
- c. did not state explicitly whether the exchange or settlement takes place at the measurement date or at some other date (HKFRS 13.BC30)

- Historically, fair value is normally defined as:
  - The amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.



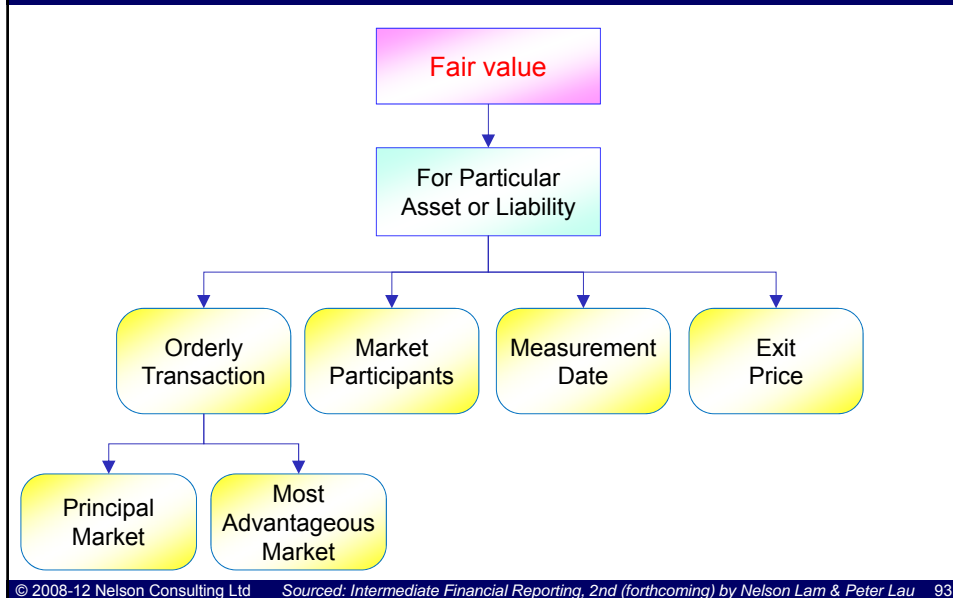
## 3. Fair Value Measurement

- HKFRS 13 explains that a fair value measurement requires an entity to determine the following:
  - a. the particular asset or liability being measured;
  - b. for a non-financial asset, the highest and best use of the asset and whether the asset is used
    - in combination with other assets or
    - on a stand-alone basis;
  - c. the market in which an orderly transaction would take place for the asset or liability; and
  - d. the appropriate valuation technique(s) to use when measuring fair value.
    - The valuation technique(s) used should maximise the use of relevant observable inputs and minimise unobservable inputs.
    - Those inputs should be consistent with the inputs a market participant would use when pricing the asset or liability. (HKFRS 13.IN10)

Single Framework for  
FV Measurement

Fair Value Hierarchy  
(3 levels)

### 3. Fair Value Measurement



### 4. Application to Specific Situations

- In applying the fair value measurement, HKFRS 3 introduces the concepts of highest and best use and valuation premise for non-financial assets, but it also explains that they would not apply to financial assets or to liabilities.
- Together with the application to non-financial assets, IFRS 3 addresses application to at least three groups of items:
  1. Application to non-financial assets;
  2. Application to liabilities and an entity's own equity instruments; and
  3. Application to financial instruments within a portfolio, i.e. the financial assets and financial liabilities with offsetting positions in market risks or counterparty credit risk.

## 5. Fair Value at Initial Recognition

- HKFRS 13 specifies the consideration when fair value is required or permitted to use in initial recognition of an asset or a liability.
  - HKFRS 13 has not specified whether fair value should be used for initial recognition of an asset or a liability
  - An asset or a liability is initially recognised at a basis in accordance with the corresponding HKFRS and.
- Historically, HKFRS commonly addresses that the **fair value** on initial recognition is normally the **transaction price**.
- However, HKFRS 13 uses the phrase “in many cases” to substitute the word “normally” in describing the relationship between the fair value and transaction price.
  - The change represents that a fair value is defined as a current exit price in HKFRS 13
  - but a transaction price is considered as an entry price.



## 6. Valuation Techniques

- In selecting and using valuation techniques in fair value measurement, an entity is required to use
  - Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.
  - The techniques maximising the use of relevant observable inputs and minimising the use of unobservable inputs. (HKFRS 13.61)
- HKFRS 13
  - sets out three valuation approaches to guide the selection and use of valuation techniques;
  - imposes requirements on the inputs to be used in each technique and then it in turn also affects the selection and use of valuation techniques.





## 6. Valuation Techniques



- HKFRS 13 sets out the following three valuation approaches to guide the selection and usage of valuation techniques and
  1. Market approach,
  2. Cost Approach, and
  3. Income Approach.
- An entity is required to use valuation techniques consistent with one or more of the valuation approaches to measure fair value.

## 6. Valuation Techniques



- In fair value measurement,
  - an entity is not only required to use the valuation techniques consistent with one or more of the three valuation approaches, but also required to use the techniques,
    1. Maximising the use of relevant observable inputs and
    2. Minimising the use of unobservable inputs (HKFRS 13.67)

## 6. Valuation Techniques



- Present value techniques are the valuation techniques consistent with income approach to measure fair value and are specified in the application guidance of HKFRS 13.
- The application guidance of HKFRS 13 sets out
  - the general principles in using present value techniques and
  - the consideration of risk and uncertainty.
- HKFRS 13 also specifies the following two present value techniques:
  1. Discount rate adjustment technique; and
  2. Expected present value technique.

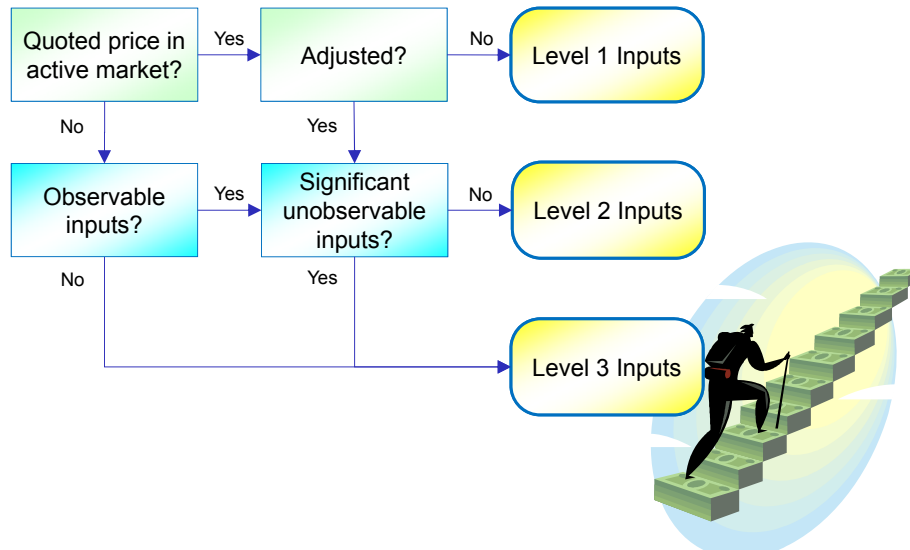
In order to understand them, HKFRS 13 also explains the portfolio theory, unsystematic (diversifiable) risk, systematic (non-diversifiable) risk .....

## 7. Fair Value Hierarchy

- To increase consistency and comparability in fair value measurements and related disclosures, IFRS 13 establishes a fair value hierarchy that categorises the inputs to valuation techniques used to measure fair value into the following three levels:
  - Level 1 inputs
  - Level 2 inputs
  - Level 3 inputs



## 7. Fair Value Hierarchy



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## 8. Disclosure

- The disclosures about fair value measurements in HKFRSs vary even many HKFRSs at least require information about the methods and significant assumptions used in the measurement, and whether fair value was measured using observable prices from recent market transactions.
  - In consequence, in addition to establish a framework for measuring fair value in HKFRS 13, the disclosures about fair value measurements are also enhanced and harmonised in IFRS 13.

Disclosure



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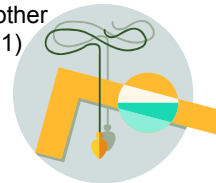
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## 8. Disclosure

### Objectives and General Principles for Disclosure

- An entity is required to disclose information that helps users of its financial statements assess both of the following:
  1. For assets and liabilities that are measured at fair value on a recurring or non-recurring basis in the statement of financial position after initial recognition,
    - a. The valuation techniques, and
    - b. Inputs used to develop those measurements.
  2. For recurring fair value measurements using significant unobservable inputs (Level 3),
    - the effect of the measurements on profit or loss or other comprehensive income for the period (HKFRS 13.91)

Disclosure



## HKFRS 13: Effective Date

- An entity shall apply HKFRS 13 for annual periods beginning on or after 1 January 2013.
- Earlier application is permitted.
- HKFRS 13 shall be applied prospectively as of the beginning of the annual period in which it is initially applied.
- The disclosure requirements of HKFRS 13 need not be applied in comparative information provided for periods before initial application of HKFRS 13. (HKFRS 13.C1)



# Presentation of Financial Statements

(HKAS 1 Revised)

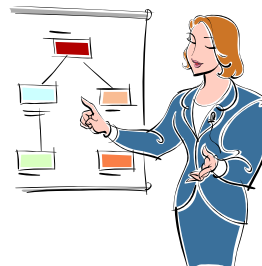


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# Presentation of Financial Statements

- In June 2011, the IASB further amended IAS 1 for annual periods beginning on or after 1 July 2012 in order to
  - Distinguish different items of other comprehensive income, and
  - Align with the accounting practices in US.
- The presentation of other comprehensive income in IFRS and accounting practices in US will be aligned.
- HKICPA issued the same amendment in July 2011.

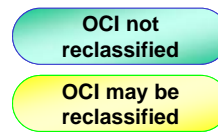


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# Presentation of Financial Statements

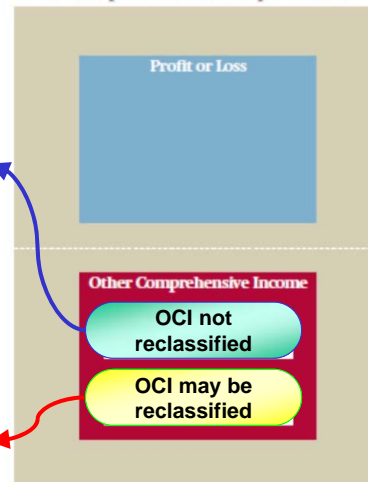
- The main amendment of HKAS 1 requires an entity to
  - Classify line items for amounts of other comprehensive income (OCI) in a period by nature,
  - Group and present them in accordance with other HKFRSs into:
    1. Those items of OCI that will not be reclassified subsequently to P/L; and
    2. Those items of OCI that will be reclassified subsequently to P/L when specific conditions are met (HKAS 1.82A).



# Presentation of Financial Statements

- Those items of OCI that will not be reclassified subsequently to P/L include:
- Changes in revaluation surplus of PPE recognised under HKAS 16;
  - Changes in revaluation surplus of intangible assets under HKAS 38;
  - Actuarial gains and losses on defined benefit plans under HKAS 19; and
  - FV changes of investment in equity instrument recognised in OCI under HKFRS 9.
- Those items of OCI that may be reclassified subsequently to P/L include:
- Translation reserves under HKAS 21;
  - FV changes on available-for-sale financial assets under HKAS 39; and
  - Cash flow hedge reserves under HKAS 39.

Amended presentation requirements



## Presentation of Financial Statements

- In addition to the main amendment, HKAS 1 is also amended and updated with the following points:
  1. A new statement title, **statement of profit or loss and other comprehensive income**, is introduced and it can be used to distinguish from statement of comprehensive income which may be used to present comprehensive income only (HKAS 1.10 revised in 2011);
  2. Similar to the above title, another new statement title, **statement of profit or loss**, is also introduced to formally replace income statement, or separate income statement, to present items of profit or loss only (HKAS 1.10A);
  3. Components of other comprehensive income is formally described as **items of other comprehensive income**; and
  4. A term, i.e. **comprehensive income**, is formally introduced and represents the total of profit or loss and other comprehensive income (HKAS 1.81A).

## HKAS 1: Effective Date

- *Presentation of Items of Other Comprehensive Income* (Amendments to HKAS 1), issued in July 2011, amended paragraphs 7, 10, 82, 85–87, 90, 91, 94, 100 and 115, added paragraphs 10A, 81A, 81B and 82A, and deleted paragraphs 12, 81, 83 and 84.
- An entity shall apply those amendments for annual periods beginning on or after 1 July 2012.
- Earlier application is permitted.
- If an entity applies the amendments for an earlier period it shall disclose that fact.(HKAS 1.139J)



## Employee Benefits (HKAS 19 Revised)



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## Employee Benefits

- The IASB issued amendments to IAS 19 *Employee Benefits* in June 2011.
- The amendments to the recognition, presentation and disclosure requirements will ensure that the financial statements provide investors and other users with a clear picture of an entity's commitments resulting from **defined benefit plans**.
- HKICPA issued the same in July 2011.



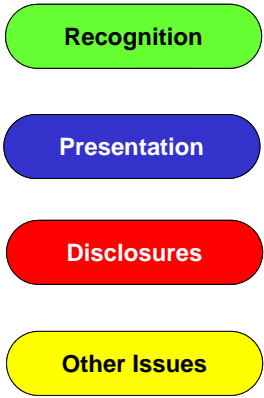
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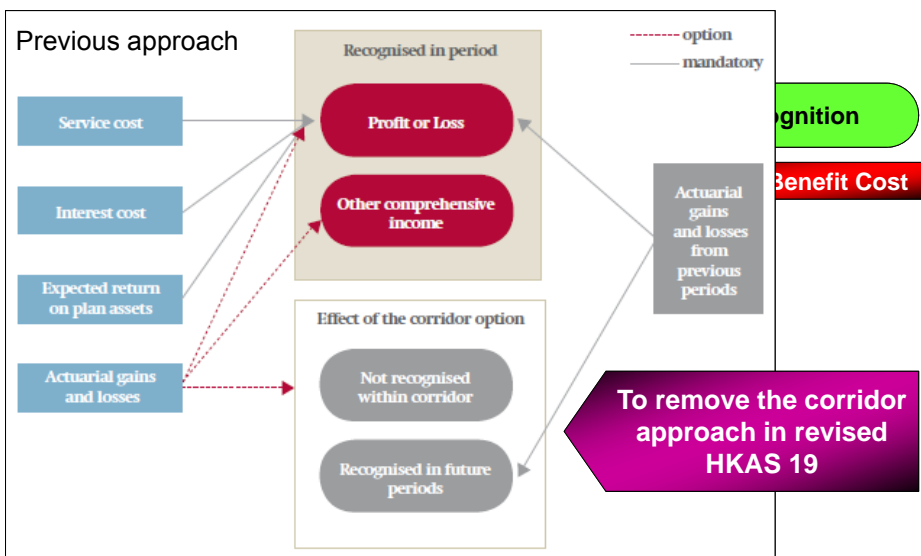


# Employee Benefits

- The amendments focus on three key areas in most need of improvement **for defined benefit plans**:
  - Recognition**: the elimination of the option to defer the recognition of gains and losses resulting from defined benefit plans (the corridor approach)
  - Presentation**: the elimination of options for the presentation of gains and losses relating to those plans; and
  - Disclosures**: the improvement of disclosure requirements that will better show the characteristics of defined benefit plans and the risks arising from those plans.
- The amendments also incorporate amendments to
  - The definition of short-term and long-term benefits
  - The accounting for termination benefits

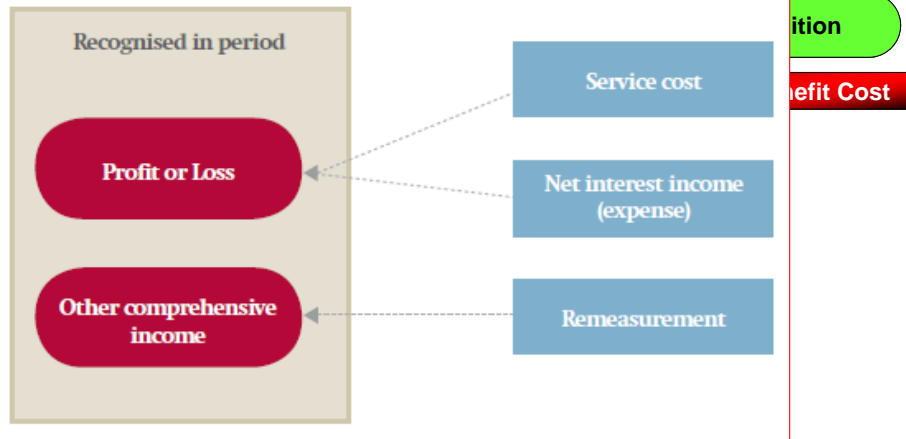


# Defined Benefit Plans (revised in 2011)



## Defined Benefit Plans (revised in 2011)

### Revised Approach



## HKAS 19: Transition and Effective Date

- An entity shall apply HKAS 19 for annual periods beginning on or after 1 January 2013.
  - Earlier application is permitted.
  - If an entity applies HKAS 19 for an earlier period, it shall disclose that fact.
- An entity shall apply HKAS 19 retrospectively, in accordance with HKAS 8, except that the conditions set out in HKAS 19.173 are met. (HKAS 19.172-173)



# HKFRS Update for 2011/2012

18 January 2012



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