

MEMBERS' HANDBOOK

Update No. 51

(Issued March 2008)

This Update relates to the issuance of:

- HKAS 27 (Revised) *Consolidated and Separate Financial Statements*;
- Amendments to HKFRS 2 *Share-based Payment – Vesting Conditions and Cancellations*;
- HKFRS 3 (Revised) *Business Combinations*; and
- Other consequential amendments.

The main changes to HKAS 27, amendments to HKFRS 2 and HKFRS 3 are summarised at the end of this update.

Document Reference and Title	Instructions	Explanations
<u>VOLUME II</u>		
Contents of Volume II	Discard the existing pages i – iii and replace with the new pages i – iii.	Revised contents pages
HONG KONG ACCOUNTING STANDARDS (HKAS)		
HKAS 27 <i>Consolidated and Separate Financial Statements</i>	Discard the existing page 1 and replace with new page 1.	Note 1
HKAS 27 (Revised) <i>Consolidated and Separate Financial Statements</i>	Insert these pages after HKAS 27 <i>Consolidated and Separate Financial Statements</i> .	Revised Standard – Note 1
HONG KONG FINANCIAL REPORTING STANDARDS (HKFRS)		
HKFRS 2 <i>Share-based Payment</i> (Standard)	Insert the revised pages 3 and 41-44. Discard the replaced pages 3 and 41.	Amendment to Standard – Note 2
HKFRS 2 <i>Share-based Payment</i> (Basis for Conclusions)	Insert the revised pages 4 and 67-69. Discard the replaced page 4.	
HKFRS 2 <i>Share-based Payment</i> (Implementation Guidance)	Insert the revised pages 2 and 31-35. Discard the replaced pages 2 and 31.	

HKFRS 3 <i>Business Combinations</i>	Discard the existing page 1 and replace with new page 1.	Note 3
HKFRS 3 (Revised) <i>Business Combinations</i>	Insert these pages after HKFRS 3 <i>Business Combinations</i> .	Revised Standard – Note 3
Amendments to other HKFRSs		
HKAS 1 (Revised) <i>Presentation of Financial Statements</i>	Insert the revised pages 3, 76A, 111A and 145A. Discard the replaced page 3.	Amendments due to - HKAS 27 (Revised)
HKAS 7 <i>Cash Flow Statements</i>	Insert the revised pages 21-22.	Amendments due to - HKAS 27 (Revised)
HKAS 12 <i>Income Taxes</i>	Insert the revised pages 56A-56D and 58-59.	Amendments due to - HKFRS 3 (Revised)
HKAS 14 <i>Segment Reporting</i>	Insert the revised page 26.	Amendments due to - HKAS 27 (Revised)
HKAS 16 <i>Property, Plant and Equipment</i>	Insert the revised page 35C.	Amendments due to - HKFRS 3 (Revised)
HKAS 21 <i>The Effects of Changes in Foreign Exchange Rates</i>	Insert the revised pages 3, 17-18, 21A, 21D-21E and 31. Discard the replaced pages 3, 17-18 and 21A.	Amendments due to - HKAS 27 (Revised)
HKAS 28 <i>Investments in Associates</i>	Insert the revised pages 2-3, 12-13, 13A, 13C-13D and 17A. Discard the replaced pages 2-3, 12-13 and 13A.	Amendments due to - HKFRS 3 (Revised) - HKAS 27 (Revised)
HKAS 31 <i>Interests in Joint Ventures</i>	Insert the revised pages 2, 11, 12, 12A-12B and 15A. Discard the replaced pages 2, 11 and 12.	Amendments due to - HKAS 27 (Revised)
HKAS 32 <i>Financial Instruments: Presentation</i>	Insert the revised pages 31B and 55B.	Amendments due to - HKFRS 3 (Revised) - HKAS 27 (Revised)

HKAS 33 <i>Earnings Per Share</i>	Insert the revised page 24C.	Amendments due to - HKFRS 3 (Revised) - HKAS 27 (Revised)
HKAS 34 <i>Interim Financial Reporting</i>	Insert the revised page 21A.	Amendments due to - HKFRS 3 (Revised)
HKAS 36 <i>Impairment of Assets</i>	Insert the revised pages 4, 4A, 50A, 51, 51C-51E, 116B-116F and 147B-147F. Discard the replaced pages 4, 51 and 51A.	Amendments due to - HKFRS 3 (Revised)
HKAS 37 <i>Provisions, Contingent Liabilities and Contingent Assets</i>	Insert page 28.	Amendments due to - HKFRS 3 (Revised)
HKAS 38 <i>Intangible Assets</i>	Insert the revised pages 33B-33D, 36 and 63A. Discard the replaced page 36.	Amendments due to - HKFRS 3 (Revised)
HKAS 39 <i>Financial Instruments: Recognition and Measurement</i> (Standard)	Insert the revised page 87E.	Amendments due to - HKFRS 3 (Revised) - HKAS 27 (Revised)
HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards</i>	Insert the revised pages 26E-26G, 50C and 86.	Amendments due to - HKFRS 3 (Revised) - HKAS 27 (Revised)
HKFRS 4 <i>Insurance Contracts</i> (Standard)	Insert the revised page 38.	Amendments due to - HKFRS 3 (Revised) - HKAS 27 (Revised)
HKFRS 4 <i>Insurance Contracts</i> (Basis for Conclusions)	Insert the revised page 65.	
HKFRS 5 <i>Non-current Assets Held for Sale and Discontinued Operations</i> (Standard)	Insert the revised page 31.	Amendments due to - HKFRS 3 (Revised) - HKAS 27 (Revised)
HKFRS 5 <i>Non-current Assets Held for Sale and Discontinued Operations</i> (Basis for Conclusions)	Insert the revised page 22.	
HKFRS 5 <i>Non-current Assets Held for Sale and Discontinued Operations</i> (Implementation Guidance)	Insert the revised pages 15-16.	
HKFRS 7 <i>Financial Instruments: Disclosures</i>	Insert the revised page 35.	Amendments due to - HKFRS 3 (Revised)

HKFRS 8 <i>Operating Segments</i> (Basis for Conclusions)	Insert the revised pages 3 and 34. Discard the replaced page 3.	Amendments due to - HKAS 27 (Revised)
HK (IFRIC)-Int 9 <i>Reassessment of Embedded Derivatives</i>	Insert the revised pages 2 and 4A. Discard the replaced page 2.	Amendments due to - HKFRS 3 (Revised)

Notes:

1. HKAS 27 (Revised) *Consolidated and Separate Financial Statements* is applicable for annual periods beginning on or after 1 July 2009 and supersedes HKAS 27 issued in 2004.
2. Amendments to HKFRS 2 *Share-based Payment* is applicable for annual periods beginning on or after 1 January 2009.
3. HKFRS 3 (Revised) *Business Combinations* is applicable for annual periods beginning on or after 1 July 2009 and supersedes HKFRS 3 issued in 2004.

SUMMARY OF MAIN CHANGES:

HKAS 27 Consolidated and Separate Financial Statements

HKAS 27 (Revised) shall be applied retrospectively with certain exceptions and is effective for annual periods beginning on or after 1 July 2009, the same effective date as IAS 27 *Consolidated and Separate Financial Statements*. Earlier application is permitted provided that HKFRS 3 is applied at the same time.

The main revisions made in the revised HKAS 27 are:

- (a) The term *minority interest* is replaced by the term *non-controlling interest*, with a new definition.
- (b) An entity must attribute total comprehensive income to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. The previous version required excess losses to be allocated to the owners of the parent, except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.
- (c) Requirements are added to specify that changes in a parent's ownership interest in a subsidiary that do not result in the loss of control must be accounted for as equity transactions. The previous version did not have requirements for such transactions.
- (d) Requirements are added to specify how an entity measures any gain or loss arising on the loss of control of a subsidiary. Any such gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at its fair value at the date when control is lost. The previous version required the carrying amount of an investment retained in the former subsidiary to be regarded as its cost on initial measurement of the financial asset in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement*.

HKAS 27 (Revised) supersedes the extant HKAS 27 (issued in 2004, as amended in 2005 and 2007).

HKFRS 2 Share-based Payment

Amendment to HKFRS 2 shall be applied retrospectively in annual periods beginning on or after 1 January 2009, the same effective date as amendments to IFRS 2 *Share-based Payment – Vesting Conditions and Cancellation*. Earlier application is permitted.

The amendment clarifies the definition of “vesting conditions” and specifies the accounting treatment of “cancellations” by the counterparty to a share-based arrangement, as follows:

- (a) Vesting conditions are service conditions (which require the counterparty to complete a specified period of service) and performance conditions (which require a specified period of service and specified performance targets to be met) only. Other features of a share-based payment are not vesting conditions. All non-vesting conditions and vesting conditions that are market conditions shall be taken into account when estimating the fair value of the equity instruments granted.
- (b) All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The cancellation is accounted for as an acceleration of the vesting and the amount that would otherwise have been recognised over the remainder of the vesting period is recognised immediately. Any payment made to the employee on cancellation shall be accounted for as the repurchase of an equity interest (ie deduction from equity), with excess over fair value of equity instruments granted recognised as an expense. If the share-based arrangement included liability components, the liability should be fair valued at the date of cancellation and any payment made to settle the liability shall be accounted for as an extinguishment of the liability.

HKFRS 3 Business Combinations

HKFRS 3 (Revised) shall be applied prospectively and is effective for annual periods beginning on or after 1 July 2009, the same effective date as IFRS 3 *Business Combinations*. Earlier application is permitted for annual periods beginning on or after 30 June 2007 and provided that HKAS 27 is applied at the same time.

The main revisions made in the revised HKFRS 3 are:

- (a) The scope is broadened to cover business combinations involving only mutual entities and business combinations achieved by contract alone.
- (b) The definitions of a *business* and a *business combination* are amended and additional guidance was added for identifying when a group of assets constitutes a business.
- (c) For each business combination, the acquirer must measure any non-controlling interest in the acquiree either at fair value or as the non-controlling interest’s proportionate share of the acquiree’s net identifiable assets. Previously, only the latter was permitted.
- (d) The requirements for how the acquirer makes any classifications, designations or assessments for the identifiable assets acquired and liabilities assumed in a business combination are clarified.
- (e) The period during which changes to deferred tax benefits acquired in a business combination can be adjusted against goodwill has been limited to the measurement period (through a consequential amendment to HKAS 12 *Income Taxes*).

- (f) An acquirer is no longer permitted to recognise contingencies acquired in a business combination that do not meet the definition of a liability.
- (g) Costs the acquirer incurs in connection with the business combination must be accounted for separately from the business combination, which usually means that they are recognised as expenses (rather than included in goodwill).
- (h) Consideration transferred by the acquirer, including contingent consideration, must be measured and recognised at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration classified as liabilities are recognised in accordance with HKAS 39, HKAS 37 or other HKFRSs, as appropriate (rather than by adjusting goodwill). The disclosures required to be made in relation to contingent consideration were enhanced.
- (i) Application guidance is added in relation to when the acquirer is obliged to replace the acquiree's share-based payment awards; measuring indemnification assets; rights sold previously that are reacquired in a business combination; operating leases; and valuation allowances related to financial assets such as receivables and loans.
- (j) For business combinations achieved in stages, having the acquisition date as the single measurement date is extended to include the measurement of goodwill. An acquirer must remeasure any equity interest it holds in the acquiree immediately before achieving control at its acquisition-date fair value and recognise the resulting gain or loss, if any, in profit or loss.

HKFRS 3 (Revised) supersedes the extant HKFRS 3 (issued in 2004, as amended in 2005 and 2007).



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(Updated to March 2008)

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Note: * With effect from 24 May 2005, all Interpretations that are developed locally by the Institute are named Hong Kong Interpretations.

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Hong Kong Accounting Standard 27

Consolidated and Separate Financial Statements*

* This HKAS 27 is applicable for annual periods beginning on or after 1 January 2005 but before 1 July 2009. HKAS 27 (Revised) issued in March 2008 is applicable for annual periods beginning on or after 1 July 2009 and supersedes this HKAS 27.

HKAS 27 (Revised)
Issued March 2008

Effective for annual periods
beginning on or after 1 July 2009*

Hong Kong Accounting Standard 27 (Revised)

Consolidated and Separate Financial Statements

* HKAS 27 (Revised) is applicable for annual periods beginning on or after 1 July 2009. Earlier application is permitted. HKAS 27 (Revised) supersedes HKAS 27 issued in 2004, as amended in 2005 and 2007.



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Hong Kong Accounting Standard 27 *Consolidated and Separate Financial Statements* (HKAS 27) is set out in paragraphs 1 – 46 and Appendix A. All the paragraphs have equal authority. HKAS 27 should be read in the context of the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

This revised Standard was issued in March 2008. It supersedes HKAS 27, issued in 2004, as amended in 2005 and 2007.

Introduction

Reasons for revising HKAS 27

- IN1 The objective of Hong Kong Institute of Certified Public Accountants (HKICPA) revising HKAS 27 is to maintain international convergence arising from the revision of IAS 27 *Consolidated and Separate Financial Statements* by the International Accounting Standards Board (IASB). The HKICPA supported the reasons for revising IAS 27 of the IASB.

The IASB revised IAS 27 *Consolidated and Separate Financial Statements* (IAS 27) in 2003 as part of its project on Improvements to International Accounting Standards. The IASB's main objective was to reduce alternatives in accounting for subsidiaries in consolidated financial statements and in accounting for investments in the separate financial statements of a parent, venturer or investor. The IASB did not reconsider the fundamental approach to consolidation of subsidiaries contained in IAS 27.

- IN2 In 2008 the Standard was amended as part of the second phase of the business combinations project. That phase of the project was undertaken jointly with the US Financial Accounting Standards Board (FASB). The amendments related, primarily, to accounting for non-controlling interests and the loss of control of a subsidiary. The IASB and FASB concluded the second phase of the project by the IASB issuing the amended IAS 27 and the FASB issuing FASB Statement No. 160 *Noncontrolling Interests in Consolidated Financial Statements*, along with, respectively, a revised IFRS 3 *Business Combinations* and FASB Statement No. 141 (revised 2007) *Business Combinations*.
- IN3 The amended Standard must be applied for annual periods beginning on or after 1 July 2009. Earlier application is permitted. However, an entity must not apply the amendments for annual periods beginning before 1 July 2009 unless it also applies HKFRS 3 (as revised in 2008).

Main features of the Standard

Objective

- IN4 The objective of HKAS 27 is to enhance the relevance, reliability and comparability of the information that a parent entity provides in its separate financial statements and in its consolidated financial statements for a group of entities under its control. The Standard specifies:
- (a) the circumstances in which an entity must consolidate the financial statements of another entity (being a subsidiary);
 - (b) the accounting for changes in the level of ownership interest in a subsidiary;
 - (c) the accounting for the loss of control of a subsidiary; and
 - (d) the information that an entity must disclose to enable users of the financial statements to evaluate the nature of the relationship between the entity and its subsidiaries.

Presentation of consolidated financial statements

- IN5 A parent must consolidate its investments in subsidiaries. There is a limited exception available to some non-public entities. However, that exception does not relieve venture capital organisations, mutual funds, unit trusts and similar entities from consolidating their subsidiaries.

Consolidation procedures

- IN6 A group must use uniform accounting policies for reporting like transactions and other events in similar circumstances. The consequences of transactions, and balances, between entities within the group must be eliminated.

Non-controlling interests

- IN7 Non-controlling interests must be presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. Total comprehensive income must be attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the ownership interests

- IN8 Changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity.
- IN9 When an entity loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at its fair value at the date when control is lost.

Separate financial statements

- IN10 When an entity elects, or is required by local regulations, to present separate financial statements, investments in subsidiaries, jointly controlled entities and associates must be accounted for at cost or in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement*.

Disclosure

- IN11 An entity must disclose information about the nature of the relationship between the parent entity and its subsidiaries.

Hong Kong Accounting Standard 27

Consolidated and Separate Financial Statements

Scope

- 1 This Standard shall be applied in the preparation and presentation of consolidated financial statements for a group of entities under the control of a parent.
- 2 This Standard does not deal with methods of accounting for business combinations and their effects on consolidation, including goodwill arising on a business combination (see HKFRS 3 *Business Combinations*).
- 3 This Standard shall also be applied in accounting for investments in subsidiaries, jointly controlled entities and associates when an entity elects, or is required by local regulations, to present separate financial statements.

Definitions

- 4 The following terms are used in this Standard with the meanings specified:

Consolidated financial statements are the financial statements of a group presented as those of a single economic entity.

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The ***cost method*** is a method of accounting for an investment whereby the investment is recognised at cost. The investor recognises income from the investment only to the extent that the investor receives distributions from retained earnings of the investee arising after the date of acquisition. Distributions received in excess of such profits are regarded as a recovery of investment and are recognised as a reduction of the cost of the investment.

A ***group*** is a parent and all its subsidiaries.

Non-controlling interest is the equity in a subsidiary not attributable, directly or indirectly, to a parent.

A ***parent*** is an entity that has one or more subsidiaries.

Separate financial statements are those presented by a parent, an investor in an associate or a venturer in a jointly controlled entity, in which the investments are accounted for on the basis of the direct equity interest rather than on the basis of the reported results and net assets of the investees.

A ***subsidiary*** is an entity, including an unincorporated entity such as a partnership, that is controlled by another entity (known as the parent).

- 5 A parent or its subsidiary may be an investor in an associate or a venturer in a jointly controlled entity. In such cases, consolidated financial statements prepared and presented in accordance with this Standard are also prepared so as to comply with HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.
- 6 For an entity described in paragraph 5, separate financial statements are those prepared and presented in addition to the financial statements referred to in paragraph 5. Separate financial statements need not be appended to, or accompany, those statements.

- 7 The financial statements of an entity that does not have a subsidiary, associate or venturer's interest in a jointly controlled entity are not separate financial statements.
- 8 A parent that is exempted in accordance with paragraph 10 from presenting consolidated financial statements may present separate financial statements as its only financial statements.

Presentation of consolidated financial statements

- 9 **A parent, other than a parent described in paragraph 10, shall present consolidated financial statements in which it consolidates its investments in subsidiaries in accordance with this Standard.**
- 10 **A parent need not present consolidated financial statements if and only if ¹:**
- (a) **the parent is itself a wholly-owned subsidiary, or is a partially-owned subsidiary of another entity and its other owners, including those not otherwise entitled to vote, have been informed about, and do not object to, the parent not presenting consolidated financial statements;**
 - (b) **the parent's debt or equity instruments are not traded in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets);**
 - (c) **the parent did not file, nor is it in the process of filing, its financial statements with a securities commission or other regulatory organisation for the purpose of issuing any class of instruments in a public market; and**
 - (d) **the ultimate or any intermediate parent of the parent produces consolidated financial statements available for public use that comply with Hong Kong Financial Reporting Standards or International Financial Reporting Standards.**
- 11 A parent that elects in accordance with paragraph 10 not to present consolidated financial statements, and presents only separate financial statements, complies with paragraphs 38 – 43.

Scope of consolidated financial statements

- 12 **Consolidated financial statements shall include all subsidiaries of the parent.²**
- 13 Control is presumed to exist when the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity unless, in exceptional circumstances, it can be clearly demonstrated that such ownership does not constitute control. Control also exists when the parent owns half or less of the voting power of an entity when there is:³
- (a) power over more than half of the voting rights by virtue of an agreement with other investors;

¹ Section 124(2) of the Hong Kong Companies Ordinance (CO) permits a holding company not to prepare group accounts if the company is a wholly-owned subsidiary of another company at the end of its financial year. Accordingly, a Hong Kong incorporated parent company can only take advantage of the exemption under paragraph 10 of this Standard if it also satisfies the exemption allowed under Section 124(2) of the CO.

² If on acquisition a subsidiary meets the criteria to be classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, it shall be accounted for in accordance with that HKFRS.

³ See also HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*.

- (b) power to govern the financial and operating policies of the entity under a statute or an agreement;
 - (c) power to appoint or remove the majority of the members of the board of directors or equivalent governing body and control of the entity is by that board or body; or
 - (d) power to cast the majority of votes at meetings of the board of directors or equivalent governing body and control of the entity is by that board or body.
- 14 An entity may own share warrants, share call options, debt or equity instruments that are convertible into ordinary shares, or other similar instruments that have the potential, if exercised or converted, to give the entity voting power or reduce another party's voting power over the financial and operating policies of another entity (potential voting rights). The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by another entity, are considered when assessing whether an entity has the power to govern the financial and operating policies of another entity. Potential voting rights are not currently exercisable or convertible when, for example, they cannot be exercised or converted until a future date or until the occurrence of a future event.
- 15 In assessing whether potential voting rights contribute to control, the entity examines all facts and circumstances (including the terms of exercise of the potential voting rights and any other contractual arrangements whether considered individually or in combination) that affect potential voting rights, except the intention of management and the financial ability to exercise or convert such rights.
- 16 A subsidiary is not excluded from consolidation simply because the investor is a venture capital organisation, mutual fund, unit trust or similar entity.
- 17 A subsidiary is not excluded from consolidation because its business activities are dissimilar from those of the other entities within the group. Relevant information is provided by consolidating such subsidiaries and disclosing additional information in the consolidated financial statements about the different business activities of subsidiaries. For example, the disclosures required by HKFRS 8 *Operating Segments* help to explain the significance of different business activities within the group.

Consolidation procedures

- 18 In preparing consolidated financial statements, an entity combines the financial statements of the parent and its subsidiaries line by line by adding together like items of assets, liabilities, equity, income and expenses. In order that the consolidated financial statements present financial information about the group as that of a single economic entity, the following steps are then taken:
- (a) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary are eliminated (see HKFRS 3, which describes the treatment of any resultant goodwill);
 - (b) non-controlling interests in the profit or loss of consolidated subsidiaries for the reporting period are identified; and
 - (c) non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the parent's ownership interests in them. Non-controlling interests in the net assets consist of:
 - (i) the amount of those non-controlling interests at the date of the original combination calculated in accordance with HKFRS 3; and

- (ii) the non-controlling interests' share of changes in equity since the date of the combination.
- 19 When potential voting rights exist, the proportions of profit or loss and changes in equity allocated to the parent and non-controlling interests are determined on the basis of present ownership interests and do not reflect the possible exercise or conversion of potential voting rights.
- 20 Intragroup balances, transactions, income and expenses shall be eliminated in full.**
- 21 Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. HKAS 12 *Income Taxes* applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- 22 The financial statements of the parent and its subsidiaries used in the preparation of the consolidated financial statements shall be prepared as of the same date. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial statements as of the same date as the financial statements of the parent unless it is impracticable to do so.**
- 23 When, in accordance with paragraph 22, the financial statements of a subsidiary used in the preparation of consolidated financial statements are prepared as of a date different from that of the parent's financial statements, adjustments shall be made for the effects of significant transactions or events that occur between that date and the date of the parent's financial statements. In any case, the difference between the end of the reporting period of the subsidiary and that of the parent shall be no more than three months. The length of the reporting periods and any difference between the ends of the reporting periods shall be the same from period to period.**
- 24 Consolidated financial statements shall be prepared using uniform accounting policies for like transactions and other events in similar circumstances.**
- 25 If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to its financial statements in preparing the consolidated financial statements.
- 26 The income and expenses of a subsidiary are included in the consolidated financial statements from the acquisition date as defined in HKFRS 3. Income and expenses of the subsidiary shall be based on the values of the assets and liabilities recognised in the parent's consolidated financial statements at the acquisition date. For example, depreciation expense recognised in the consolidated statement of comprehensive income after the acquisition date shall be based on the fair values of the related depreciable assets recognised in the consolidated financial statements at the acquisition date. The income and expenses of a subsidiary are included in the consolidated financial statements until the date when the parent ceases to control the subsidiary.
- 27 Non-controlling interests shall be presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent.**

- 28 Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.
- 29 If a subsidiary has outstanding cumulative preference shares that are classified as equity and are held by non-controlling interests, the parent computes its share of profit or loss after adjusting for the dividends on such shares, whether or not dividends have been declared.
- 30 Changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (ie transactions with owners in their capacity as owners).**
- 31 In such circumstances the carrying amounts of the controlling and non-controlling interests shall be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received shall be recognised directly in equity and attributed to the owners of the parent.

Loss of control

- 32 A parent can lose control of a subsidiary with or without a change in absolute or relative ownership levels. This could occur, for example, when a subsidiary becomes subject to the control of a government, court, administrator or regulator. It also could occur as a result of a contractual agreement.
- 33 A parent might lose control of a subsidiary in two or more arrangements (transactions). However, sometimes circumstances indicate that the multiple arrangements should be accounted for as a single transaction. In determining whether to account for the arrangements as a single transaction, a parent shall consider all of the terms and conditions of the arrangements and their economic effects. One or more of the following may indicate that the parent should account for the multiple arrangements as a single transaction:
- (a) They are entered into at the same time or in contemplation of each other.
 - (b) They form a single transaction designed to achieve an overall commercial effect.
 - (c) The occurrence of one arrangement is dependent on the occurrence of at least one other arrangement.
 - (d) One arrangement considered on its own is not economically justified, but it is economically justified when considered together with other arrangements. An example is when one disposal of shares is priced below market and is compensated for by a subsequent disposal priced above market.
- 34 If a parent loses control of a subsidiary, it:**
- (a) **derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;**
 - (b) **derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them);**

- (c) recognises:
 - (i) the fair value of the consideration received, if any, from the transaction, event or circumstances that resulted in the loss of control; and
 - (ii) if the transaction that resulted in the loss of control involves a distribution of shares of the subsidiary to owners in their capacity as owners, that distribution;
- (d) recognises any investment retained in the former subsidiary at its fair value at the date when control is lost;
- (e) reclassifies to profit or loss, or transfers directly to retained earnings if required in accordance with other HKFRSs, the amounts identified in paragraph 35; and
- (f) recognises any resulting difference as a gain or loss in profit or loss attributable to the parent.

35 If a parent loses control of a subsidiary, the parent shall account for all amounts recognised in other comprehensive income in relation to that subsidiary on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income would be reclassified to profit or loss on the disposal of the related assets or liabilities, the parent reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses control of the subsidiary. For example, if a subsidiary has available-for-sale financial assets and the parent loses control of the subsidiary, the parent shall reclassify to profit or loss the gain or loss previously recognised in other comprehensive income in relation to those assets. Similarly, if a revaluation surplus previously recognised in other comprehensive income would be transferred directly to retained earnings on the disposal of the asset, the parent transfers the revaluation surplus directly to retained earnings when it loses control of the subsidiary.

36 **On the loss of control of a subsidiary, any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary shall be accounted for in accordance with other HKFRSs from the date when control is lost.**

37 The fair value of any investment retained in the former subsidiary at the date when control is lost shall be regarded as the fair value on initial recognition of a financial asset in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement* or, when appropriate, the cost on initial recognition of an investment in an associate or jointly controlled entity.

Accounting for investments in subsidiaries, jointly controlled entities and associates in separate financial statements

- 38 **When separate financial statements are prepared, investments in subsidiaries, jointly controlled entities and associates that are not classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* shall be accounted for either:**
- (a) at cost, or
 - (b) in accordance with HKAS 39.

The same accounting shall be applied for each category of investments. Investments in subsidiaries, jointly controlled entities and associates that are classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with HKFRS 5 shall be accounted for in accordance with that HKFRS.

- 39 This Standard does not mandate which entities produce separate financial statements available for public use. Paragraphs 38 and 40 – 43 apply when an entity prepares separate financial statements that comply with Hong Kong Financial Reporting Standards. The entity also produces consolidated financial statements available for public use as required by paragraph 9, unless the exemption provided in paragraph 10 is applicable.
- 40 **Investments in jointly controlled entities and associates that are accounted for in accordance with HKAS 39 in the consolidated financial statements shall be accounted for in the same way in the investor’s separate financial statements.**

Disclosure

- 41 **The following disclosures shall be made in consolidated financial statements:**
- (a) **the nature of the relationship between the parent and a subsidiary when the parent does not own, directly or indirectly through subsidiaries, more than half of the voting power;**
 - (b) **the reasons why the ownership, directly or indirectly through subsidiaries, of more than half of the voting or potential voting power of an investee does not constitute control;**
 - (c) **the end of the reporting period of the financial statements of a subsidiary when such financial statements are used to prepare consolidated financial statements and are as of a date or for a period that is different from that of the parent’s financial statements, and the reason for using a different date or period;**
 - (d) **the nature and extent of any significant restrictions (eg resulting from borrowing arrangements or regulatory requirements) on the ability of subsidiaries to transfer funds to the parent in the form of cash dividends or to repay loans or advances;**
 - (e) **a schedule that shows the effects of any changes in a parent’s ownership interest in a subsidiary that do not result in a loss of control on the equity attributable to owners of the parent; and**
 - (f) **if control of a subsidiary is lost, the parent shall disclose the gain or loss, if any, recognised in accordance with paragraph 34, and:**
 - (i) **the portion of that gain or loss attributable to recognising any investment retained in the former subsidiary at its fair value at the date when control is lost; and**
 - (ii) **the line item(s) in the statement of comprehensive income in which the gain or loss is recognised (if not presented separately in the statement of comprehensive income).**
- 42 **When separate financial statements are prepared for a parent that, in accordance with paragraph 10, elects not to prepare consolidated financial statements, those separate financial statements shall disclose:**

- (a) the fact that the financial statements are separate financial statements; that the exemption from consolidation has been used; the name and country of incorporation or residence of the entity whose consolidated financial statements that comply with Hong Kong Financial Reporting Standards or International Financial Reporting Standards have been produced for public use; and the address where those consolidated financial statements are obtainable;
 - (b) a list of significant investments in subsidiaries, jointly controlled entities and associates, including the name, country of incorporation or residence, proportion of ownership interest and, if different, proportion of voting power held; and
 - (c) a description of the method used to account for the investments listed under (b).
- 43 When a parent (other than a parent covered by paragraph 42), venturer with an interest in a jointly controlled entity or an investor in an associate prepares separate financial statements, those separate financial statements shall disclose:
- (a) the fact that the statements are separate financial statements and the reasons why those statements are prepared if not required by law;
 - (b) a list of significant investments in subsidiaries, jointly controlled entities and associates, including the name, country of incorporation or residence, proportion of ownership interest and, if different, proportion of voting power held; and
 - (c) a description of the method used to account for the investments listed under (b);

and shall identify the financial statements prepared in accordance with paragraph 9 of this Standard or HKAS 28 and HKAS 31 to which they relate.

Effective date and transition

- 44 An entity shall apply this Standard for annual periods beginning on or after 1 January 2005. Earlier application is encouraged. If an entity applies this Standard for a period beginning before 1 January 2005, it shall disclose that fact.
- 45 An entity shall apply the amendments to HKAS 27 made in 2008 in paragraphs 4, 18, 19, 26 – 37 and 41(e) and (f) for annual periods beginning on or after 1 July 2009. Earlier application is permitted. However, an entity shall not apply these amendments for annual periods beginning before 1 July 2009 unless it also applies HKFRS 3 (as revised in 2008). If an entity applies the amendments before 1 July 2009, it shall disclose that fact. An entity shall apply the amendments retrospectively, with the following exceptions:
- (a) the amendment to paragraph 28 for attributing total comprehensive income to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Therefore, an entity shall not restate any profit or loss attribution for reporting periods before the amendment is applied.

- (b) the requirements in paragraphs 30 and 31 for accounting for changes in ownership interests in a subsidiary after control is obtained. Therefore, the requirements in paragraphs 30 and 31 do not apply to changes that occurred before an entity applies the amendments.
- (c) the requirements in paragraphs 34 – 37 for the loss of control of a subsidiary. An entity shall not restate the carrying amount of an investment in a former subsidiary if control was lost before it applies those amendments. In addition, an entity shall not recalculate any gain or loss on the loss of control of a subsidiary that occurred before the amendments are applied.

Withdrawal of HKAS 27 (issued 2004)

- 46 This Standard supersedes HKAS 27 *Consolidated and Separate Financial Statements* issued in 2004, as amended in 2005 and 2007.

Appendix A

Amendments to other HKFRSs

The amendments in this appendix shall be applied for annual periods beginning on or after 1 July 2009. If an entity applies revised HKAS 27 for an earlier period, these amendments shall be applied for that earlier period. In the amended paragraphs, new text is underlined and deleted text is struck through.

* * *

The amendments contained in this appendix when this Standard was issued have been incorporated into the relevant Standards.

Appendix B

Comparison with International Accounting Standards

This comparison appendix, which was prepared in March 2008 and deals only with significant differences in the standards extant, is produced for information only and does not form part of the standards in HKAS 27.

The International Accounting Standard comparable with HKAS 27 is IAS 27 *Consolidated and Separate Financial Statements*.

There are no major textual differences between HKAS 27 and IAS 27.

Basis for Conclusions on HKAS 27 Consolidated and Separate Financial Statements

This Basis for Conclusions accompanies, but is not part of, HKAS 27.

HKAS 27 is based on IAS 27 *Consolidated and Separate Financial Statements*. In approving HKAS 27, the Council of the Hong Kong Institute of Certified Public Accountants considered and agreed with the IASB's Basis for Conclusions on IAS 27. Accordingly, there are no significant differences between HKAS 27 and IAS 27. The IASB's Basis for Conclusions is reproduced below. The paragraph numbers of IAS 27 referred to below generally correspond with those in HKAS 27.

Introduction

- BC1 This Basis for Conclusions summarises the International Accounting Standards Board's considerations in reaching its conclusions on revising IAS 27 *Consolidated Financial Statements and Accounting for Investments in Subsidiaries* in 2003 and on amending IAS 27 *Consolidated and Separate Financial Statements* in 2008. Individual Board members gave greater weight to some factors than to others.
- BC2 In July 2001 the Board announced that, as part of its initial agenda of technical projects, it would undertake a project to improve a number of standards, including IAS 27 (as revised in 2000). The project was undertaken in the light of queries and criticisms raised in relation to the standards by securities regulators, professional accountants and other interested parties. The objectives of the Improvements project were to reduce or eliminate alternatives, redundancies and conflicts within standards, to deal with some convergence issues and to make other improvements. In May 2002 the Board published its proposals in an exposure draft of *Improvements to International Accounting Standards*, with a comment deadline of 16 September 2002. The Board received over 160 comment letters on the exposure draft. After redeliberating the issues in the light of the comments received, the Board issued a revised IAS 27 in December 2003.
- BC3 In July 2001 the Board added a project on business combinations to its agenda. Phase I of the project resulted in the Board issuing in March 2004 IFRS 3 *Business Combinations* and revised versions of IAS 36 *Impairment of Assets* and IAS 38 *Intangible Assets*. The second phase of the project was conducted jointly with the US Financial Accounting Standards Board (FASB), and focused primarily on the application of the acquisition method.
- BC4 Part of the second phase of the business combinations project was the reconsideration of business combinations in which an acquirer obtains control of a subsidiary through the acquisition of some, but not all, of the equity interests in that subsidiary. In those business combinations, non-controlling interests in the subsidiary exist at the date of the business combination.
- BC5 When the Board revised IAS 27 in 2003, it acknowledged that additional guidance was needed on the recognition and measurement of non-controlling interests and the treatment of transactions with non-controlling interests. The Board was aware of diversity in practice in the absence of guidance in IFRSs, with as many as five methods being used to account for acquisitions of non-controlling interests after control is obtained.
- BC6 In June 2005 the Board published an exposure draft of proposed amendments to IAS 27 in conjunction with an exposure draft of proposed amendments to IFRS 3 as part of the second phase of the business combinations project. The Board received 95 comment letters on the exposure draft of amendments to IAS 27.

- BC7 After redeliberating the issues in the light of the comments received, in 2008 the Board issued a revised IFRS 3 together with an amended version of IAS 27. Close to the same time, the FASB issued Statement No. 141 (revised 2007) *Business Combinations* and Statement No. 160 *Noncontrolling Interests in Consolidated Financial Statements*, which amended Accounting Research Bulletin No. 51, *Consolidated Financial Statements* (ARB 51). In developing the amendments, the Board did not reconsider all of the requirements in IAS 27, and the FASB did not discuss all of the requirements of ARB 51. The changes primarily relate to accounting for non-controlling interests and the loss of control of subsidiaries. The boards reached the same conclusions on all of the issues considered jointly.
- BC8 Because the Board's intention was not to reconsider the fundamental approach to consolidation established in IAS 27, this Basis for Conclusions does not discuss requirements in IAS 27 that the Board has not reconsidered. The Board is considering the other requirements of IAS 27 as part of its project on consolidation.

Presentation of consolidated financial statements (2003 revision)

Exemption from preparing consolidated financial statements

- BC9 Paragraph 7 of IAS 27 (as revised in 2000) required consolidated financial statements to be presented. However, paragraph 8 permitted a parent that is a wholly-owned or virtually wholly-owned subsidiary not to prepare consolidated financial statements. The Board considered whether to withdraw or amend this exemption from the general requirement.
- BC10 The Board decided to retain an exemption, so that entities in a group that are required by law to produce financial statements available for public use in accordance with International Financial Reporting Standards, in addition to consolidated financial statements, would not be unduly burdened.
- BC11 The Board noted that in some circumstances users can find sufficient information for their purposes regarding a subsidiary from either its separate financial statements or consolidated financial statements. In addition, the users of financial statements of a subsidiary often have, or can get access to, more information.
- BC12 Having agreed to retain an exemption, the Board decided to modify the circumstances in which an entity would be exempt and considered the following criteria.

Unanimous agreement of the owners of the minority interests^{*}

- BC13 The 2002 exposure draft proposed to extend the exemption to a parent that is not wholly-owned if the owners of the minority interest, including those not otherwise entitled to vote, unanimously agree.
- BC14 Some respondents disagreed with the proposal for unanimous agreement of minority shareholders to be a condition for exemption, in particular because of the practical difficulties in obtaining responses from all of those shareholders. The Board decided that the exemption should be available to a parent that is not wholly-owned when the owners of the minority interests have been informed about, and do not object to, consolidated financial statements not being presented.

Exemption available only to non-public entities

- BC15 The Board believes that the information needs of users of financial statements of entities whose debt or equity instruments are traded in a public market are best served

* IAS 27 (as amended in 2008) changed the term 'minority interest' to 'non-controlling interest'. For further discussion see paragraph BC28.

when investments in subsidiaries, jointly controlled entities and associates are accounted for in accordance with IAS 27, IAS 28 *Investments in Associates* and IAS 31 *Interests in Joint Ventures*. The Board therefore decided that the exemption from preparing such consolidated financial statements should not be available to such entities or to entities in the process of issuing instruments in a public market.

- BC16 The Board decided that a parent that meets the criteria for exemption from the requirement to prepare consolidated financial statements should, in its separate financial statements, account for those subsidiaries in the same way as other parents, venturers with interests in jointly controlled entities or investors in associates account for investments in their separate financial statements. The Board draws a distinction between accounting for such investments as equity investments and accounting for the economic entity that the parent controls. In relation to the former, the Board decided that each category of investment should be accounted for consistently.
- BC17 The Board decided that the same approach to accounting for investments in separate financial statements should apply irrespective of the circumstances for which they are prepared. Thus, parents that present consolidated financial statements, and those that do not because they are exempted, should present the same form of separate financial statements.

Scope of consolidated financial statements (2003 revision)

Scope exclusions

- BC18 Paragraph 13 of IAS 27 (as revised in 2000) required a subsidiary to be excluded from consolidation when control is intended to be temporary or when the subsidiary operates under severe long-term restrictions.

Temporary control

- BC19 The Board considered whether to remove this scope exclusion and thereby converge with other standard-setters that had recently eliminated a similar exclusion. The Board decided to consider this issue as part of a comprehensive standard dealing with asset disposals. It decided to retain an exemption from consolidating a subsidiary when there is evidence that the subsidiary is acquired with the intention to dispose of it within twelve months and that management is actively seeking a buyer. The Board's exposure draft ED 4 *Disposal of Non-current Assets and Presentation of Discontinued Operations* proposed to measure and present assets held for sale in a consistent manner irrespective of whether they are held by an investor or in a subsidiary. Therefore, ED 4 proposed to eliminate the exemption from consolidation when control is intended to be temporary and it contained a draft consequential amendment to IAS 27 to achieve this.

Severe long-term restrictions impairing ability to transfer funds to the parent

- BC20 The Board decided to remove the exclusion of a subsidiary from consolidation when there are severe long-term restrictions that impair a subsidiary's ability to transfer funds to the parent. It did so because such circumstances may not preclude control. The Board decided that a parent, when assessing its ability to control a subsidiary, should consider restrictions on the transfer of funds from the subsidiary to the parent. In themselves, such restrictions do not preclude control.

* In March 2004, the Board issued IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. IFRS 5 removed this scope exclusion and eliminated the exemption from consolidation when control is intended to be temporary. For further discussion see the Basis for Conclusions on IFRS 5.

Venture capital organisations, private equity entities and similar organisations

- BC21 The 2002 exposure draft of IAS 27 proposed to clarify that a subsidiary should not be excluded from consolidation simply because the entity is a venture capital organisation, mutual fund, unit trust or similar entity. Some respondents from the private equity industry disagreed with this proposed clarification. They argued that private equity entities should not be required to consolidate the investments they control in accordance with the requirements in IAS 27. They argued that they should measure those investments at fair value. Those respondents raised varying arguments—some based on whether control is exercised, some on the length of time that should be provided before consolidation is required, and some on whether consolidation was an appropriate basis for private equity entities or the type of investments they make.
- BC22 Some respondents also noted that the Board decided to exclude venture capital organisations and similar entities from the scope of IASs 28 and 31 when investments in associates or jointly controlled entities are measured at fair value in accordance with IAS 39 *Financial Instruments: Recognition and Measurement*. In the view of those respondents, the Board was proposing that similar assets should be accounted for in dissimilar ways.
- BC23 The Board did not accept these arguments. The Board noted that those issues are not specific to the private equity industry. It confirmed that a subsidiary should not be excluded from consolidation on the basis of the nature of the controlling entity. Consolidation is based on the parent's ability to control the investee, which captures both the power to control (ie the ability exists but it is not exercised) and actual control (ie the ability is exercised). Consolidation is triggered by control and should not be affected by whether management intends to hold an investment in an entity that it controls for the short term.
- BC24 The Board noted that the exception from the consolidation principle in IAS 27 (as revised in 2000), when control of a subsidiary is intended to be temporary, might have been misread or interpreted loosely. Some respondents to the exposure draft had interpreted 'near future' as covering a period of up to five years. The Board decided to remove these words and to restrict the exception to subsidiaries acquired and held exclusively for disposal within twelve months, providing that management is actively seeking a buyer.
- BC25 The Board did not agree that it should differentiate between types of entity, or types of investment, when applying a control model of consolidation. It also did not agree that management intention should be a determinant of control. Even if it had wished to make such differentiations, the Board did not see how or why it would be meaningful to distinguish private equity investors from other types of entities.
- BC26 The Board believes that the diversity of the investment portfolios of entities operating in the private equity sector is not different from the diversification of portfolios held by a conglomerate, which is an industrial group made up of entities that often have diverse and unrelated interests. The Board acknowledged that financial information about an entity's different types of products and services and its operations in different geographical areas—segment information—is relevant to assessing the risks and returns of a diversified or multinational entity and may not be determinable from the aggregated data presented in the consolidated balance sheet.* The Board noted that IAS 14 *Segment Reporting* establishes principles for reporting segment information by entities whose equity or debt instruments are publicly traded, or any entity that discloses segment information voluntarily.†

* IAS 1 *Presentation of Financial Statements* (as revised in 2007) replaced the term 'balance sheet' with 'statement of financial position'.

† In 2006 IAS 14 *Segment Reporting* was replaced by IFRS 8 *Operating Segments*.

BC27 The Board concluded that for investments under the control of private equity entities, users' information needs are best served by financial statements in which those investments are consolidated, thus revealing the extent of the operations of the entities they control. The Board noted that a parent can either present information about the fair value of those investments in the notes to the consolidated financial statements or prepare separate financial statements in addition to its consolidated financial statements, presenting those investments at cost or at fair value. By contrast, the Board decided that information needs of users of financial statements would not be well served if those controlling investments were measured only at fair value. This would leave unreported the assets and liabilities of a controlled entity. It is conceivable that an investment in a large, highly geared subsidiary would have only a small fair value. Reporting that value alone would preclude a user from being able to assess the financial position, results and cash flows of the group.

Non-controlling interests (2003 revision and 2008 amendments)

BC28 The 2008 amendments to IAS 27 changed the term 'minority interest' to 'non-controlling interest'. The change in terminology reflects the fact that the owner of a minority interest in an entity might control that entity and, conversely, that the owners of a majority interest might not control the entity. 'Non-controlling interest' is a more accurate description than 'minority interest' of the interests of those owners who do not have a controlling interest in an entity.

BC29 Non-controlling interest is defined in IAS 27 as the equity in a subsidiary not attributable, directly or indirectly, to a parent. Paragraph 26 of IAS 27 (as revised in 2000) required minority (non-controlling) interests to be presented in the consolidated balance sheet separately from liabilities and the equity of the shareholders of the parent.

BC30 As part of the 2003 revision of IAS 27, the Board decided to amend this requirement to require minority (non-controlling) interests to be presented in the consolidated balance sheet within equity, separately from the equity of the shareholders of the parent. The Board concluded that a minority (non-controlling) interest is not a liability of a group because it does not meet the definition of a liability in the *Framework for the Preparation and Presentation of Financial Statements*.

BC31 Paragraph 49(b) of the *Framework* states that a liability is a present obligation of the entity arising from past events, the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits. Paragraph 60 of the *Framework* further indicates that an essential characteristic of a liability is that the entity has a present obligation and that an obligation is a duty or responsibility to act or perform in a particular way. The Board noted that the existence of a minority (non-controlling) interest in the net assets of a subsidiary does not give rise to a present obligation of the group, the settlement of which is expected to result in an outflow of economic benefits from the group.

BC32 Rather, the Board noted that minority (non-controlling) interests represent the residual interest in the net assets of those subsidiaries held by some of the shareholders of the subsidiaries within the group, and therefore meet the *Framework's* definition of equity. Paragraph 49(c) of the *Framework* states that equity is the residual interest in the assets of the entity after deducting all of its liabilities.

Attribution of losses (2008 amendments)

BC33 IAS 27 (as revised in 2003) stated that when losses attributed to the minority (non-controlling) interests exceed the minority's interests in the subsidiary's equity the excess, and any further losses applicable to the minority, is allocated against the majority interest except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

- BC34 The Board decided that this treatment was inconsistent with its conclusion that non-controlling interests are part of the equity of the group and proposed that an entity should attribute total comprehensive income applicable to non-controlling interests to them, even if this results in the non-controlling interests having a deficit balance.
- BC35 If the parent enters into an arrangement that places it under an obligation to the subsidiary or to the non-controlling interests, the Board believes that the entity should account for that arrangement separately and the arrangement should not affect the way the entity attributes comprehensive income to the controlling and non-controlling interests.
- BC36 Some respondents to the 2005 exposure draft agreed with the proposal, noting that non-controlling interests share proportionately in the risks and rewards of the investment in the subsidiary and that the proposal is consistent with the classification of non-controlling interests as equity.
- BC37 Other respondents disagreed with the proposal, often on the grounds that controlling and non-controlling interests have different characteristics and should not be treated the same way. Those respondents argued that there was no need to change the guidance in IAS 27 (as revised in 2003) (ie that an entity should allocate excess losses to the controlling interest unless the non-controlling interests have a binding obligation and are able to make an additional investment to cover the losses). The reasons offered by those respondents were:
- (a) The non-controlling interests are not compelled to cover the deficit (unless they have otherwise specifically agreed to do so) and it is reasonable to assume that, should the subsidiary require additional capital in order to continue operations, the non-controlling interests would abandon their investments. In contrast, respondents asserted that in practice the controlling interest often has an implicit obligation to maintain the subsidiary as a going concern.
 - (b) Often guarantees or other support arrangements by the parent, without any effect on the way losses are attributed to the controlling and non-controlling interests, protect the non-controlling interests from losses of the subsidiary in excess of equity. Respondents believe that allocating those losses to the parent and non-controlling interests and recognising separately a guarantee would not reflect the underlying economics, which are that only the parent absorbs the losses of the subsidiary. In their view, it is misleading for financial statements to imply that the non-controlling interests have an obligation to make additional investments.
 - (c) Recognising guarantees separately is contrary to the principle of the non-recognition of transactions between owners.
 - (d) Loss allocation should take into account legal, regulatory or contractual constraints, some of which may prevent entities from recognising negative non-controlling interests, especially for regulated businesses (eg banks and insurers).
- BC38 The Board considered these arguments but observed that, although it is true that non-controlling interests have no further obligation to contribute assets to the subsidiary, neither does the parent. Non-controlling interests participate proportionally in the risks and rewards of an investment in the subsidiary.
- BC39 Some respondents asked the Board to provide guidance on the accounting for guarantees and similar arrangements between the parent and the subsidiary or the non-controlling interests. They also suggested that the Board should require additional disclosures about inter-company guarantees and the extent of deficits, if any, of non-controlling interests.

BC40 The Board considered these requests but observed that this is an issue that is wider than negative non-controlling interests. Similarly, the parent is not necessarily responsible for the liabilities of a subsidiary, and often there are factors that restrict the ability of a parent entity to move assets around in a group, which means that the assets of the group are not necessarily freely available to that entity. The Board decided that it would be more appropriate to address comprehensively disclosures about non-controlling interests.

Changes in ownership interests in subsidiaries (2008 amendments)

BC41 The Board decided that after control of an entity is obtained, changes in a parent's ownership interest that do not result in a loss of control are accounted for as equity transactions (ie transactions with owners in their capacity as owners). This means that no gain or loss from these changes should be recognised in profit or loss. It also means that no change in the carrying amounts of the subsidiary's assets (including goodwill) or liabilities should be recognised as a result of such transactions.

BC42 The Board reached this conclusion because it believes that the approach adopted in these amendments is consistent with its previous decision that non-controlling interests are a separate component of equity (see paragraphs BC29 – BC32).

BC43 Some respondents agreed that non-controlling interests are equity but stated that they should be treated as a special class of equity. Other respondents disagreed with the requirement because they believe that recognising transactions with non-controlling interests as equity transactions means that the Board has adopted an entity approach whereas the respondents prefer a proprietary approach. The Board disagreed with this characterisation of the accounting treatment, noting that the accounting proposed is a consequence of classifying non-controlling interests as equity. The Board did not consider comprehensively the entity and proprietary approaches as part of the amendments to IAS 27 in 2008.

BC44 Many respondents to the 2005 exposure draft suggested alternative approaches for the accounting for changes in controlling ownership interests. The most commonly suggested alternative would result in increases in controlling ownership interests giving rise to the recognition of additional goodwill, measured as the excess of the purchase consideration over the carrying amount of the separately identified assets in the subsidiary attributable to the additional interest acquired.

BC45 Some respondents suggested that when an entity reduces its ownership interest in a subsidiary, without losing control, it should recognise a gain or loss attributable to the controlling interest. They would measure that gain or loss as the difference between the consideration received and the proportion of the carrying amount of the subsidiary's assets (including recognised goodwill) attributable to the ownership interest being disposed of. Respondents supporting this alternative believed that it would provide relevant information about the gains and losses attributable to the controlling interest arising on the partial disposal of ownership interests in subsidiaries.

BC46 The Board rejected this alternative. Recognising a change in any of the assets of the business, including goodwill, is inconsistent with the Board's decision in IFRS 3 (as revised in 2008) that obtaining control in a business combination is a significant economic event. That event causes the initial recognition and measurement of all the assets acquired and liabilities assumed in the business combination. Subsequent transactions with owners should not affect the measurement of those assets and liabilities.

BC47 The parent already controls the assets of the business, although it must share the income from those assets with the non-controlling interests. By acquiring the non-controlling interests the parent is obtaining the rights to some, or all, of the income to which the non-controlling interests previously had rights. Generally, the wealth-generating ability of those assets is unaffected by the acquisition of the

non-controlling interests. That is to say, the parent is not investing in more or new assets. It is acquiring more rights to the income from the assets it already controls.

- BC48 By acquiring some, or all, of the non-controlling interests the parent will be allocated a greater proportion of the profits or losses of the subsidiary in periods after the additional interests are acquired. The adjustment to the controlling interest will be equal to the unrecognised share of the value changes that the parent will be allocated when those value changes are recognised by the subsidiary. Failure to make that adjustment will cause the controlling interest to be overstated.
- BC49 The Board noted that accounting for changes in controlling ownership interests as equity transactions, as well as ensuring that the income of the group and the reported controlling interests are faithfully represented, is less complex than the other alternatives considered.
- BC50 Some respondents disagreed with the proposal because they were concerned about the effect on reported equity of the subsequent acquisition of non-controlling interests by the parent. Those respondents seemed to be particularly concerned about the effect on the reported leverage of an entity that acquires non-controlling interests and whether this might, for example, cause those entities to have to renegotiate loan agreements.
- BC51 The Board observed that all acquisitions of an entity's equity reduce the entity's equity, regardless of whether it is an acquisition of the parent's ordinary or preference shares or non-controlling interests. Hence, the treatment of a subsequent acquisition of non-controlling interests is consistent with the general accounting for the acquisition by an entity of instruments classified as equity.
- BC52 The Board understands the importance of providing owners of the parent with information about the total changes in their reported equity. Therefore, the Board decided to require entities to present in a separate schedule the effects of any changes in a parent's ownership interest in a subsidiary that do not result in a loss of control on the equity attributable to owners of the parent.

Loss of control (2008 amendments)

- BC53 A parent loses control of a subsidiary when it loses the power to govern the financial and operating policies of an investee so as to obtain benefit from its activities. Loss of control can result from the sale of an ownership interest or by other means, such as when a subsidiary issues new ownership interests to third parties. Loss of control can also occur in the absence of a transaction. It may, for example, occur on the expiry of an agreement that previously allowed an entity to control a subsidiary.
- BC54 On loss of control, the parent-subsidiary relationship ceases to exist. The parent no longer controls the subsidiary's individual assets and liabilities. Therefore, the parent derecognises the individual assets, liabilities and equity related to that subsidiary. Equity includes any non-controlling interests as well as amounts previously recognised in other comprehensive income in relation to, for example, available-for-sale financial instruments and foreign currency translation.
- BC55 The Board decided that any investment the parent has in the former subsidiary after control is lost should be measured at fair value at the date that control is lost and that any resulting gain or loss should be recognised in profit or loss. Some respondents disagreed with that decision. Those respondents asserted that the principles for revenue and gain recognition in the *Framework* would not be satisfied for the retained interest. The Board disagreed with those respondents. Measuring the investment at fair value reflects the Board's view that the loss of control of a subsidiary is a significant economic event. The parent-subsidiary relationship ceases to exist and an investor-investee relationship begins that differs significantly from the former

parent-subsidiary relationship. Therefore, the new investor-investee relationship is recognised and measured initially at the date when control is lost.

- BC56 The Board decided that the loss of control of a subsidiary is, from the group's perspective, the loss of control over some of the group's individual assets and liabilities. Accordingly, the general requirements in IFRSs should be applied in accounting for the derecognition from the group's financial statements of the subsidiary's assets and liabilities. If a gain or loss previously recognised in other comprehensive income would be reclassified to profit or loss on the separate disposal of those assets and liabilities, the parent reclassifies the gain or loss from equity to profit or loss on the indirect disposal of those assets and liabilities through loss of control of a subsidiary. For example, if a subsidiary sells one of its available-for-sale financial assets in a separate transaction, a gain or loss previously recognised in other comprehensive income would be reclassified to profit or loss. Similarly, on the loss of control of a subsidiary, the entire gain or loss attributed to the parent on that former subsidiary's available-for-sale financial assets previously recognised in other comprehensive income would be reclassified to profit or loss.
- BC57 The Board also discussed the accounting when an entity transfers its shares in a subsidiary to its own shareholders with the result that the entity loses control of the subsidiary (commonly referred to as a spin-off). The International Financial Reporting Interpretations Committee had previously discussed this matter, but decided not to take it on to its agenda while the business combinations project was in progress. The Board observed that the issue is outside the scope of the business combinations project. Therefore, the Board decided not to address the measurement basis of distributions to owners in the amendments to IAS 27.

Multiple arrangements

- BC58 The Board considered whether its decision that a gain or loss on the disposal of a subsidiary should be recognised only when that disposal results in a loss of control could give rise to opportunities to structure transactions to achieve a particular accounting outcome. For example, would an entity be motivated to structure a transaction or arrangement as multiple steps to maximise gains or minimise losses if an entity was planning to dispose of its controlling interest in a subsidiary? Consider the following example. Entity P controls 70 per cent of entity S. P intends to sell all of its 70 per cent controlling interest in S. P could initially sell 19 per cent of its ownership interest in S without loss of control and then, soon afterwards, sell the remaining 51 per cent and lose control. Alternatively, P could sell all of its 70 per cent interest in S in one transaction. In the first case, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration received on the sale of the 19 per cent interest would be recognised directly in equity, whereas the gain or loss from the sale of the remaining 51 per cent interest would be recognised in profit or loss. In the second case, a gain or loss on the sale of the whole 70 per cent interest would be recognised in profit or loss.
- BC59 The Board noted that the opportunity to conceal losses through structuring would be reduced by the requirements of IAS 36 and IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Paragraph 12 of IAS 36 includes significant changes in how an entity uses or expects to use an asset as one of the indicators that the asset might be impaired.
- BC60 Once an asset meets the criteria to be classified as held for sale (or is included in a disposal group that is classified as held for sale), it is excluded from the scope of IAS 36 and is accounted for in accordance with IFRS 5. In accordance with paragraph 20 of IFRS 5 'an entity shall recognise an impairment loss for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell ...'. Therefore, if appropriate, an impairment loss would be recognised for the goodwill and non-current assets of a subsidiary that will be sold or otherwise disposed of before

control of the subsidiary is lost. Accordingly, the Board concluded that the principal risk is the minimising of gains, which entities are unlikely to strive to do.

- BC61 The Board decided that the possibility of such structuring could be overcome by requiring entities to consider whether multiple arrangements should be accounted for as a single transaction to ensure that the principle of faithful representation is adhered to. The Board believes that all of the terms and conditions of the arrangements and their economic effects should be considered in determining whether multiple arrangements should be accounted for as a single arrangement. Accordingly, the Board included indicators in paragraph 33 to assist in identifying when multiple arrangements that result in the loss of control of a subsidiary should be treated as a single arrangement.
- BC62 Some respondents disagreed with the indicators that were provided in the exposure draft. Some respondents stated that the need for guidance on when multiple arrangements should be accounted for as a single arrangement indicates a conceptual weakness in the accounting model developed in the exposure draft. They also stated that such guidance would be unnecessary under other alternatives for accounting for decreases in ownership interests. The Board acknowledges that guidance on multiple arrangements would be unnecessary under some of the other accounting alternatives. However, the Board believes that this does not mean that those models are conceptually superior.
- BC63 Some respondents suggested that IAS 27 should include examples rather than indicators for when multiple transactions should be treated as a single transaction or arrangement, but that those examples should not be considered a complete list. The Board considered that suggestion, but decided to affirm the indicators that were in the exposure draft. The Board believed that the indicators could be applied to a variety of situations and are preferable to providing what could be an endless list of examples to try to capture every possible arrangement.

Loss of significant influence or joint control

- BC64 The Board observed that the loss of control of a subsidiary, the loss of significant influence over an associate and the loss of joint control over a jointly controlled entity are economically similar events; thus they should be accounted for similarly. The loss of control as well as the loss of significant influence or joint control represents a significant economic event that changes the nature of an investment. Therefore, the Board concluded that the accounting guidance on the loss of control of a subsidiary should be extended to events or transactions in which an investor loses significant influence over an associate or joint control over a jointly controlled entity. Thus, the investor's investment after significant influence or joint control is lost should be recognised and measured initially at fair value and the amount of any resulting gain or loss should be recognised in profit or loss. Therefore, the Board decided to amend IAS 21 *The Effects of Changes in Foreign Exchange Rates*, IAS 28 and IAS 31, accordingly. The FASB considered whether to address that same issue as part of this project. The FASB concluded that the accounting for investments that no longer qualify for equity method accounting was outside the scope of the project.

Measurement of investments in subsidiaries, jointly controlled entities and associates in separate financial statements (2003 revision)

- BC65 Paragraph 29 of IAS 27 (as revised in 2000) permitted investments in subsidiaries to be measured in any one of three ways in a parent's separate financial statements. These were cost, the equity method, or as available-for-sale financial assets in accordance with IAS 39. Paragraph 12 of IAS 28 (as revised in 2000) permitted the same choices for investments in associates in separate financial statements, and paragraph 38 of IAS 31 (as revised in 2000) mentioned that IAS 31 did not indicate a preference for any particular treatment for accounting for interests in jointly controlled

entities in a venturer's separate financial statements. The Board decided to require use of cost or IAS 39 for all investments included in separate financial statements.

- BC66 Although the equity method would provide users with some profit and loss information similar to that obtained from consolidation, the Board noted that such information is reflected in the investor's economic entity financial statements and does not need to be provided to the users of its separate financial statements. For separate statements, the focus is upon the performance of the assets as investments. The Board concluded that separate financial statements prepared using either the fair value method in accordance with IAS 39 or the cost method would be relevant. Using the fair value method in accordance with IAS 39 would provide a measure of the economic value of the investments. Using the cost method can result in relevant information, depending on the purpose of preparing the separate financial statements. For example, they may be needed only by particular parties to determine the dividend income from subsidiaries.

Disclosure (2008 amendments)

- BC67 In considering the 2008 amendments to IAS 27 the Board discussed whether any additional disclosures were necessary. The Board decided that the amount of any gain or loss arising on the loss of control of a subsidiary, including the portion of the gain or loss attributable to recognising any investment retained in the former subsidiary at its fair value at the date when control is lost, and the line item in the statement of comprehensive income in which the gains or losses are recognised should be disclosed. This disclosure will provide information about the effect of the loss of control of a subsidiary on the financial position at the end of, and performance for, the reporting period.
- BC68 In its deliberations in the second phase of the business combinations project, the FASB decided to require entities with one or more partially-owned subsidiaries to disclose in the notes to the consolidated financial statements a schedule showing the effects on the controlling interest's equity of changes in a parent's ownership interest in a subsidiary that do not result in a loss of control.
- BC69 In the 2005 exposure draft, the Board did not propose to require this disclosure. The Board noted that IFRSs require this information to be provided in the statement of changes in equity or in the notes to the financial statements. This is because IAS 1 *Presentation of Financial Statements* requires an entity to present, within the statement of changes in equity, a reconciliation between the carrying amount of each component of equity at the beginning and end of the period, disclosing separately each change.
- BC70 Many respondents to the 2005 exposure draft requested more prominent disclosure of the effects of transactions with non-controlling interests on the equity of the owners of the parent. Therefore, the Board decided to converge with the FASB's disclosure requirement and to require that if a parent has equity transactions with non-controlling interests, it should disclose in a separate schedule the effects of those transactions on the equity of the owners of the parent.
- BC71 The Board understands that some users will be interested in information pertaining only to the owners of the parent. The Board expects that the presentation and disclosure requirements of IAS 27, as revised, will meet their information needs.

Transitional provisions (2008 amendments)

- BC72 To improve the comparability of financial information across entities, amendments to IFRSs are usually applied retrospectively. Therefore, the Board proposed in its 2005 exposure draft to require retrospective application of the amendments to IAS 27, on the basis that the benefits of retrospective application outweigh the costs. However, in

the 2005 exposure draft the Board identified two circumstances in which it concluded that retrospective application would be impracticable:

- (a) accounting for increases in a parent's ownership interest in a subsidiary that occurred before the effective date of the amendments. Therefore, the accounting for any previous increase in a parent's ownership interest in a subsidiary before the effective date of the amendments should not be adjusted.
- (b) accounting for a parent's investment in a former subsidiary over which control was lost before the effective date of the amendments. Therefore, the carrying amount of any investment in a former subsidiary should not be adjusted to its fair value on the date when control was lost. In addition, an entity should not recalculate any gain or loss on loss of control of a subsidiary if the loss of control occurred before the effective date of the amendments.

BC73 The Board concluded that the implementation difficulties and costs associated with applying the amendments retrospectively in these circumstances outweigh the benefit of improved comparability of financial information. Therefore, the Board decided to require prospective application. In addition, the Board concluded that identifying those provisions for which retrospective application of the amendments would be impracticable, and thus prospective application would be required, would reduce implementation costs and result in greater comparability between entities.

BC74 Some respondents were concerned that the transitional provisions were different for increases and decreases in ownership interests. They argued that accounting for decreases in non-controlling interests retrospectively imposes compliance costs that are not justifiable, mainly because the requirement to account for increases prospectively reduces comparability anyway. The Board accepted those arguments and decided that prospective application would be required for all changes in ownership interests. The revised transitional provisions mean that increases and decreases in ownership interests will be treated symmetrically and that recasting of financial statements is limited to disclosure and presentation. The recognition and measurement of previous transactions will not be changed upon transition.

BC75 In response to practical concerns raised by respondents, the Board also decided to require prospective application of the requirement to allocate losses in excess of the non-controlling interests in the equity of a subsidiary to the non-controlling interests, even if that would result in the non-controlling interests being reported as a deficit.

Dissenting opinions on IAS 27

Dissent of Tatsumi Yamada from IAS 27 (revised 2003)

- DO1 Mr Yamada dissents from this Standard because he believes that the change in classification of minority interests in the consolidated balance sheet, that is to say, the requirement that it be shown as equity, should not be made as part of the Improvements project. He agrees that minority interests do not meet the definition of a liability under the *Framework for the Preparation and Presentation of Financial Statements*, as stated in paragraph BC31 of the Basis for Conclusions, and that the current requirement, for minority interests to be presented separately from liabilities and the parent shareholders' equity, is not desirable. However, he does not believe that this requirement should be altered at this stage. He believes that before making the change in classification, which will have a wide variety of impacts on current consolidation practices, various issues related to this change need to be considered comprehensively by the Board. These include consideration of the objectives of consolidated financial statements and the accounting procedures that should flow from those objectives. Even though the Board concluded as noted in paragraph BC27, he believes that the decision related to the classification of minority interests should not be made until such a comprehensive consideration of recognition and measurement is completed.*
- DO2 Traditionally, there are two views of the objectives of consolidated financial statements; they are implicit in the parent company view and the economic entity view. Mr Yamada believes that the objectives, that is to say, what information should be provided and to whom, should be considered by the Board before it makes its decision on the classification of minority interests in IAS 27. He is of the view that the Board is taking the economic entity view without giving enough consideration to this fundamental issue.
- DO3 Step acquisitions are being discussed in the second phase of the Business Combinations project, which is not yet finalised at the time of finalising IAS 27 under the Improvements project. When the ownership interest of the parent increases, the Board has tentatively decided that the difference between the consideration paid by the parent to minority interests and the carrying value of the ownership interests acquired by the parent is recognised as part of equity, which is different from the current practice of recognising a change in the amount of goodwill. If the parent retains control of a subsidiary but its ownership interest decreases, the difference between the consideration received by the parent and the carrying value of the ownership interests transferred is also recognised as part of equity, which is different from the current practice of recognising a gain or a loss. Mr Yamada believes that the results of this discussion are predetermined by the decision related to the classification of minority interests as equity. The changes in accounting treatments are fundamental and he believes that the decision on which of the two views should govern the consolidated financial statements should be taken only after careful consideration of the ramifications. He believes that the amendment of IAS 27 relating to the classification of minority interests should not be made before completion of the second phase of the Business Combinations project.

* Paragraph BC27 of IAS 27 (as revised in 2003) was deleted as part of the 2008 amendments to IAS 27. That paragraph stated:

The Board acknowledged that this decision gives rise to questions about the recognition and measurement of minority interests but it concluded that the proposed presentation is consistent with current standards and the *Framework* and would provide better comparability than presentation in the consolidated balance sheet with either liabilities or parent shareholders' equity. It decided that the recognition and measurement questions should be addressed as part of its project on business combinations.

Dissent of Philippe Danjou, Jan Engstrom, Robert P Garnett, Gilbert Gelard and Tatsumi Yamada from the 2008 amendments to IAS 27 on the accounting for non-controlling interests and the loss of control of a subsidiary

DO1 Messrs Danjou, Engstrom, Garnett, Gelard and Yamada dissent from the 2008 amendments to IAS 27.

Accounting for changes in ownership interests in a subsidiary

DO2 Messrs Danjou, Engstrom, Gelard and Yamada do not agree that acquisitions of non-controlling interests in a subsidiary by the parent should be accounted for in full as equity transactions.

DO3 Those Board members observe that the consideration paid for an additional interest in a subsidiary will reflect the additional interest's share in:

- (a) the carrying amount of the subsidiary's net assets at that date;
- (b) additionally acquired goodwill; and
- (c) unrecognised increases in the fair value of the subsidiary's net assets (including goodwill) since the date when control was obtained.

DO4 Paragraphs 30 and 31 of the Standard require such a transaction to be accounted for as an equity transaction, by adjusting the relative interests of the parent and the non-controlling interests. As a consequence, the additionally acquired goodwill and any unrecognised increases in the fair value of the subsidiary's net assets would be deducted from equity. Those Board members disagree that such accounting faithfully represents the economics of such a transaction.

DO5 Those Board members believe that an increase in ownership interests in a subsidiary is likely to provide additional benefits to the parent. Although control has already been obtained, a higher ownership interest might increase synergies accruing to the parent, for example, by meeting legal thresholds provided in company law, which would give the parent an additional level of discretion over the subsidiary. If the additional ownership interest has been acquired in an arm's length exchange transaction in which knowledgeable, willing parties exchange equal values, these additional benefits are reflected in the purchase price of the additional ownership interest. Those Board members believe that the acquisition of non-controlling interests by the parent should give rise to the recognition of goodwill, measured as the excess of the consideration transferred over the carrying amount of the subsidiary's net assets attributable to the additional interest acquired. Those Board members acknowledge that this amount also includes unrecognised increases in the fair value of the subsidiary's net assets since the date when control was obtained. However, on the basis of cost-benefit considerations, they believe that it is a reasonable approximation of the additionally acquired goodwill.

DO6 Messrs Danjou, Gelard and Yamada agree that, in conformity with the *Framework for the Preparation and Presentation of Financial Statements*, non-controlling interests should be presented within the group's equity, because they are not liabilities. However, they believe that until the debates over the objectives of consolidated financial statements (ie what information should be provided and to whom) and the definition of the reporting entity have been settled at the conceptual level, transactions between the parent and non-controlling interests should not be accounted for in the same manner as transactions in which the parent entity acquires its own shares and reduces its equity. In their view, non-controlling interests cannot be considered equivalent to the ordinary ownership interests of the owners of the parent. The owners of the parent and the holders of non-controlling interests in a subsidiary do not share

the same risks and rewards in relation to the group's operations and net assets because ownership interests in a subsidiary share only the risks and rewards associated with that subsidiary.

- DO7 In addition, Messrs Danjou and Gelard observe that IFRS 3 *Business Combinations* (as revised in 2008) provides an option to measure non-controlling interests in a business combination as their proportionate share of the acquiree's net identifiable assets rather than at their fair value. However, paragraph BC207 of the Basis for Conclusions on IFRS 3 (as revised in 2008) states that accounting for the non-controlling interests at fair value is conceptually superior to this alternative measurement. This view implies that the subsidiary's portion of goodwill attributable to the non-controlling interests at the date when control was obtained is an asset at that date and there is no conceptual reason for it no longer to be an asset at the time of any subsequent acquisitions of non-controlling interests.
- DO8 Mr Garnett disagrees with the treatment of changes in controlling interests in subsidiaries after control is established (paragraphs BC41 – BC52 of the Basis for Conclusions). He believes that it is important that the consequences of such changes for the owners of the parent entity are reported clearly in the financial statements.
- DO9 Mr Garnett believes that the amendments to IAS 27 adopt the economic entity approach that treats all equity interests in the group as being homogeneous. Transactions between controlling and non-controlling interests are regarded as mere transfers within the total equity interest and no gain or loss is recognised on such transactions. Mr Garnett observes that the non-controlling interests represent equity claims that are restricted to particular subsidiaries, whereas the controlling interests are affected by the performance of the entire group. The consolidated financial statements should therefore report performance from the perspective of the controlling interest (a parent entity perspective) in addition to the wider perspective provided by the economic entity approach. This implies the recognition of additional goodwill on purchases, and gains or losses on disposals of the parent entity's interest in a subsidiary.
- DO10 If, as Mr Garnett would prefer, the full goodwill method were not used (see paragraphs DO7 – DO10 of the dissenting views on IFRS 3), the acquisition of an additional interest in a subsidiary would give rise to the recognition of additional purchased goodwill, measured as the excess of the consideration transferred over the carrying amount of the subsidiary's net assets attributable to the additional interest acquired.
- DO11 Mr Garnett does not agree with the requirement in paragraph 31 of the Standard that, in respect of a partial disposal of the parent's ownership interest in a subsidiary that does not result in a loss of control, the carrying amount of the non-controlling interests should be adjusted to reflect the change in the parent's interest in the subsidiary's net assets. On the contrary, he believes that the carrying amount of the non-controlling interests should be adjusted by the fair value of the consideration paid by the non-controlling interests to acquire that additional interest.
- DO12 Mr Garnett also believes that it is important to provide the owners of the parent entity with information about the effects of a partial disposal of holdings in subsidiaries, including the difference between the fair value of the consideration received and the proportion of the carrying amount of the subsidiary's assets (including purchased goodwill) attributable to the disposal.

Loss of control

- DO13 Mr Garnett disagrees with the requirement in paragraph 34 of the Standard that if a parent loses control of a subsidiary, it measures any retained investment in the former subsidiary at fair value and any difference between the carrying amount of the retained investment and its fair value is recognised in profit or loss, because the retained investment was not part of the exchange. The loss of control of a subsidiary is a

significant economic event that warrants deconsolidation. However, the retained investment has not been sold. Under current IFRSs, gains and losses on cost method, available-for-sale and equity method investments are recognised in profit or loss only when the investment is sold (other than impairment). Mr Garnett would have recognised the effect of measuring the retained investment at fair value as a separate component of other comprehensive income instead of profit or loss.

Accounting for losses attributable to non-controlling interests

- DO14 Mr Danjou disagrees with paragraph 28 of the Standard according to which losses can be attributed without limitation to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.
- DO15 In many circumstances, in the absence of any commitment or binding obligation of the non-controlling interests to make an additional investment to cover the excess losses of the subsidiary, the continuation of the operations of a subsidiary will be funded through the contribution of additional capital by the parent and with the non-controlling interests being diluted. In those circumstances, the deficit balance attributable to the non-controlling interests that would result from the amendment in paragraph 28 does not present faithfully the equity of the consolidating entity.
- DO16 Mr Danjou believes that the Standard should therefore not preclude the allocation against the parent equity of losses that exceed the non-controlling interests in a consolidated subsidiary when the facts and circumstances are as outlined in paragraph DO15.

Appendix

Amendments to the Basis for Conclusions on other HKFRSs

This appendix contains amendments to the Basis for Conclusions on other IFRSs accompanying the equivalent converged HKFRSs that are necessary in order to ensure consistency with the revised IAS 27. In the amended paragraphs, new text is underlined and deleted text is struck through.

* * *

The amendments contained in this appendix when this Basis for Conclusions was issued have been incorporated into the text of the relevant Basis for Conclusions.

Implementation Guidance

Guidance on implementing HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*

This guidance accompanies HKAS 27, HKAS 28 and HKAS 31, but is not part of them.

Consideration of potential voting rights

Introduction

IG1 Paragraphs 14, 15 and 19 of HKAS 27 *Consolidated and Separate Financial Statements* (as amended in 2008) and paragraphs 8 and 9 of HKAS 28 *Investments in Associates* require an entity to consider the existence and effect of all potential voting rights that are currently exercisable or convertible. They also require all facts and circumstances that affect potential voting rights to be examined, except the intention of management and the financial ability to exercise or convert potential voting rights. Because the definition of joint control in paragraph 3 of HKAS 31 *Interests in Joint Ventures* depends upon the definition of control, and because that Standard is linked to HKAS 28 for application of the equity method, this guidance is also relevant to HKAS 31.

Guidance

IG2 Paragraph 4 of HKAS 27 defines control as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Paragraph 2 of HKAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but not to control those policies. Paragraph 3 of HKAS 31 defines joint control as the contractually agreed sharing of control over an economic activity. In these contexts, power refers to the ability to do or effect something. Consequently, an entity has control, joint control or significant influence when it currently has the ability to exercise that power, regardless of whether control, joint control or significant influence is actively demonstrated or is passive in nature. Potential voting rights held by an entity that are currently exercisable or convertible provide this ability. The ability to exercise power does not exist when potential voting rights lack economic substance (eg the exercise price is set in a manner that precludes exercise or conversion in any feasible scenario). Consequently, potential voting rights are considered when, in substance, they provide the ability to exercise power.

IG3 Control and significant influence also arise in the circumstances described in paragraph 13 of HKAS 27 and paragraphs 6 and 7 of HKAS 28 respectively, which include consideration of the relative ownership of voting rights. HKAS 31 depends on HKAS 27 and HKAS 28 and references to HKAS 27 and HKAS 28 from this point onwards should be read as being relevant to HKAS 31. Nevertheless it should be borne in mind that joint control involves contractual sharing of control and this contractual aspect is likely to be the critical determinant. Potential voting rights such as share call options and convertible debt are capable of changing an entity's voting power over another entity—if the potential voting rights are exercised or converted, then the relative ownership of the ordinary shares carrying voting rights changes. Consequently, the existence of control (the definition of which permits only one entity to have control of another entity) and significant influence are determined only after assessing all the factors described in paragraph 13 of HKAS 27 and paragraphs 6 and 7 of HKAS 28 respectively, and considering the existence and effect of potential voting rights. In addition, the entity examines all facts and circumstances that affect potential voting rights except the intention of management and the financial ability to exercise or

convert such rights. The intention of management does not affect the existence of power and the financial ability of an entity to exercise or convert potential voting rights is difficult to assess.

- IG4 An entity may initially conclude that it controls or significantly influences another entity after considering the potential voting rights that it can currently exercise or convert. However, the entity may not control or significantly influence the other entity when potential voting rights held by other parties are also currently exercisable or convertible. Consequently, an entity considers all potential voting rights held by it and by other parties that are currently exercisable or convertible when determining whether it controls or significantly influences another entity. For example, all share call options are considered, whether held by the entity or another party. Furthermore, the definition of control in paragraph 4 of HKAS 27 permits only one entity to have control of another entity. Therefore, when two or more entities each hold significant voting rights, both actual and potential, the factors in paragraph 13 of HKAS 27 are reassessed to determine which entity has control.
- IG5 The proportion allocated to the parent and non-controlling interests in preparing consolidated financial statements in accordance with HKAS 27, and the proportion allocated to an investor that accounts for its investment using the equity method in accordance with HKAS 28, are determined solely on the basis of present ownership interests. The proportion allocated is determined taking into account the eventual exercise of potential voting rights and other derivatives that, in substance, give access at present to the economic benefits associated with an ownership interest.
- IG6 In some circumstances an entity has, in substance, a present ownership as a result of a transaction that gives it access to the economic benefits associated with an ownership interest. In such circumstances, the proportion allocated is determined taking into account the eventual exercise of those potential voting rights and other derivatives that give the entity access to the economic benefits at present.
- IG7 HKAS 39 *Financial Instruments: Recognition and Measurement* does not apply to interests in subsidiaries, associates and jointly controlled entities that are consolidated, accounted for using the equity method or proportionately consolidated in accordance with HKAS 27, HKAS 28 and HKAS 31 respectively. When instruments containing potential voting rights in substance currently give access to the economic benefits associated with an ownership interest, and the investment is accounted for in one of the above ways, the instruments are not subject to the requirements of HKAS 39. In all other cases, instruments containing potential voting rights are accounted for in accordance with HKAS 39.

Illustrative examples

- IG8 The five examples below each illustrate one aspect of a potential voting right. In applying HKAS 27, HKAS 28 or HKAS 31, an entity considers all aspects. The existence of control, significant influence and joint control can be determined only after assessing the other factors described in HKAS 27, HKAS 28 and HKAS 31. For the purpose of these examples, however, those other factors are presumed not to affect the determination, even though they may affect it when assessed.

Example 1: Options are out of the money

Entities A and B own 80 per cent and 20 per cent respectively of the ordinary shares that carry voting rights at a general meeting of shareholders of Entity C. Entity A sells one-half of its interest to Entity D and buys call options from Entity D that are exercisable at any time at a premium to the market price when issued, and if exercised would give Entity A its original 80 per cent ownership interest and voting rights.

Though the options are out of the money, they are currently exercisable and give Entity A the power to continue to set the operating and financial policies of Entity C, because Entity A could exercise its options now. The existence of the potential voting rights, as well as the other factors described in paragraph 13 of HKAS 27, are considered and it is determined that Entity A controls Entity C.

Example 2: Possibility of exercise or conversion

Entities A, B and C own 40 per cent, 30 per cent and 30 per cent respectively of the ordinary shares that carry voting rights at a general meeting of shareholders of Entity D. Entity A also owns call options that are exercisable at any time at the fair value of the underlying shares and if exercised would give it an additional 20 per cent of the voting rights in Entity D and reduce Entity B's and Entity C's interests to 20 per cent each. If the options are exercised, Entity A will have control over more than one-half of the voting power. The existence of the potential voting rights, as well as the other factors described in paragraph 13 of HKAS 27 and paragraphs 6 and 7 of HKAS 28, are considered and it is determined that Entity A controls Entity D.

Example 3: Other rights that have the potential to increase an entity's voting power or reduce another entity's voting power

Entities A, B and C own 25 per cent, 35 per cent and 40 per cent respectively of the ordinary shares that carry voting rights at a general meeting of shareholders of Entity D. Entities B and C also have share warrants that are exercisable at any time at a fixed price and provide potential voting rights. Entity A has a call option to purchase these share warrants at any time for a nominal amount. If the call option is exercised, Entity A would have the potential to increase its ownership interest, and thereby its voting rights, in Entity D to 51 per cent (and dilute Entity B's interest to 23 per cent and Entity C's interest to 26 per cent).

Although the share warrants are not owned by Entity A, they are considered in assessing control because they are currently exercisable by Entities B and C. Normally, if an action (eg purchase or exercise of another right) is required before an entity has ownership of a potential voting right, the potential voting right is not regarded as held by the entity. However, the share warrants are, in substance, held by Entity A, because the terms of the call option are designed to ensure Entity A's position. The combination of the call option and share warrants gives Entity A the power to set the operating and financial policies of Entity D, because Entity A could currently exercise the option and share warrants. The other factors described in paragraph 13 of HKAS 27 and paragraphs 6 and 7 of HKAS 28 are also considered, and it is determined that Entity A, not Entity B or C, controls Entity D.

Example 4: Management intention

Entities A, B and C each own 33 1/3 per cent of the ordinary shares that carry voting rights at a general meeting of shareholders of Entity D. Entities A, B and C each have the right to appoint two directors to the board of Entity D. Entity A also owns call options that are exercisable at a fixed price at any time and if exercised would give it all the voting rights in Entity D. The management of Entity A does not intend to exercise the call options, even if Entities B and C do not vote in the same manner as Entity A. The existence of the potential voting rights, as well as the other factors described in paragraph 13 of HKAS 27 and paragraphs 6 and 7 of HKAS 28, are considered and it is determined that Entity A controls Entity D. The intention of Entity A's management does not influence the assessment.

Example 5: Financial ability

Entities A and B own 55 per cent and 45 per cent respectively of the ordinary shares that carry voting rights at a general meeting of shareholders of Entity C. Entity B also holds debt instruments that are convertible into ordinary shares of Entity C. The debt can be converted at a substantial price, in comparison with Entity B's net assets, at any time and if converted would require Entity B to borrow additional funds to make the payment. If the debt were to be converted, Entity B would hold 70 per cent of the voting rights and Entity A's interest would reduce to 30 per cent.

Although the debt instruments are convertible at a substantial price, they are currently convertible and the conversion feature gives Entity B the power to set the operating and financial policies of Entity C. The existence of the potential voting rights, as well as the other factors described in paragraph 13 of HKAS 27, are considered and it is determined that Entity B, not Entity A, controls Entity C. The financial ability of Entity B to pay the conversion price does not influence the assessment.

Appendix

Amendments to guidance on other HKFRSs

The following amendments to guidance on other HKFRSs are necessary in order to ensure consistency with the revised HKAS 27. In the amended paragraphs, new text is underlined and deleted text is struck through.

* * *

The amendments contained in this appendix when this Guidance was issued have been incorporated into the text of the relevant Guidance.

Table of Concordance

This table shows how the contents of the superseded version of HKAS 27 and the amended version of HKAS 27 (revised 2008) correspond. Paragraphs are treated as corresponding if they broadly address the same matter even though the guidance may differ.

Superseded HKAS27 paragraph	HKAS 27 (revised 2008) paragraph	Superseded HKAS 27 paragraph	HKAS 27 (revised 2008) paragraph	Superseded HKAS 27 paragraph	HKAS 27 (revised 2008) paragraph
1	1	17	None	33	27
2	2	18	None	34	28
3	3	19	16	35	28
4	4	20	17	36	29
5	5	21	32	37	38
6	6	22	18	38	39
7	7	23	19	39	40
8	8	24	20	40	41
9	9	25	21	41	42
10	10	26	22	42	43
11	11	27	23	43	44
12	12	28	24	44	46
13	13	29	25	45	None
14	14	30	26	None	30,31,33-35,45
15	15	31	36		
16	None	32	37		

The main amendments made in 2008 were:

- The term *minority interest* was replaced by the term *non-controlling interest*, with a new definition.
- An entity must attribute total comprehensive income to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. The previous version required excess losses to be allocated to the owners of the parent, except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.
- Requirements were added to specify that changes in a parent's ownership interest in a subsidiary that do not result in the loss of control must be accounted for as equity transactions. The previous version did not have requirements for such transactions.

- Requirements were added to specify how an entity measures any gain or loss arising on the loss of control of a subsidiary. Any such gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at its fair value at the date when control is lost. The previous version required the carrying amount of an investment retained in the former subsidiary to be regarded as its cost on initial measurement of the financial asset in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement*.

The amendments also changed the structure of HKAS 27, by moving some paragraphs within the standard. The paragraphs were renumbered for ease of reading.

Share-based payment transactions in which the terms of the arrangement provide the counterparty with a choice of settlement	35-40
Share-based payment transactions in which the terms of the arrangement provide the entity with a choice of settlement	41-43
DISCLOSURES	44-52
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APPENDICES	
A Defined terms	
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E Amendments resulting from other HKFRSs	
D-F Comparison with International Financial Reporting Standards	
BASIS FOR CONCLUSIONS <i>see separate booklet</i>	
IMPLEMENTATION GUIDANCE <i>see separate booklet</i>	

Hong Kong Financial Reporting Standard 2 *Share-based Payment* (HKFRS 2) is set out in paragraphs 1-60 and Appendices A-C. All the paragraphs have equal authority. Paragraphs in **bold type** state the main principles. Terms defined in Appendix A are in *italics* the first time they appear in the Standard. Definitions of other terms are given in the Glossary for Hong Kong Financial Reporting Standards. HKFRS 2 should be read in the context of its objective and the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

Appendix D

Amendments to HKFRS 2 *Share-based Payment – Vesting Conditions and Cancellations* (issued in March 2008) - effective for annual periods beginning on or after 1 January 2009

The following sets out amendments required for this Standard resulting from amendments to HKFRS 2 that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Standard and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

In the rubric, the first sentence is amended as follows:

Hong Kong Financial Reporting Standard 2 *Share-based Payment* (HKFRS 2) is set out in paragraphs 1–~~60~~62 and Appendices A–E. All the paragraphs ...

Introduction

In the Introduction paragraph IN5(c) is amended as follows. New text is underlined and deleted text is struck through.

- (c) for goods or services measured by reference to the fair value of the equity instruments granted, the HKFRS specifies that all non-vesting conditions are taken into account in the estimate of the fair value of the equity instruments. ~~However,~~ vesting conditions, other than that are not market conditions, are not taken into account ...

Non-vesting conditions

In the Standard, after paragraph 21 a heading and paragraph 21A are added as follows.

Treatment of non-vesting conditions

- 21A Similarly, an entity shall take into account all non-vesting conditions when estimating the fair value of the equity instruments granted. Therefore, for grants of equity instruments with non-vesting conditions, the entity shall recognise the goods or services received from a counterparty that satisfies all vesting conditions that are not market conditions (eg services received from an employee who remains in service for the specified period of service), irrespective of whether those non-vesting conditions are satisfied.

Cancellations

In the Standard, paragraph 28 is amended (new text is underlined and deleted text is struck through) as follows.

- 28 ~~If the entity cancels or settles~~ a grant of equity instruments is cancelled or settled during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied) ...

In the Standard, paragraph 28(b) is amended (new text is underlined) as follows.

- 28 (b) ... Any such excess shall be recognised as an expense. However, if the share-based payment arrangement included liability components, the entity shall remeasure the fair value of the liability at the date of cancellation or settlement. Any payment made to settle the liability component shall be accounted for as an extinguishment of the liability.

In the Standard, after paragraph 28, paragraph 28A is added as follows.

- 28A If an entity or counterparty can choose whether to meet a non-vesting condition, the entity shall treat the entity's or counterparty's failure to meet that non-vesting condition during the vesting period as a cancellation.

Effective date

In the Standard, paragraph 62 is added as follows.

- 62 An entity shall apply the following amendments retrospectively in annual periods beginning on or after 1 January 2009:
- (a) the requirements in paragraph 21A in respect of the treatment of non-vesting conditions;
 - (b) the revised definitions of 'vest' and 'vesting conditions' in Appendix A;
 - (c) the amendments in paragraphs 28 and 28A in respect of cancellations.

Earlier application is permitted. If an entity applies these amendments for a period beginning before 1 January 2009, it shall disclose that fact.

Definitions

In Appendix A, the definitions of 'vest' and 'vesting conditions' are amended (new text is underlined and deleted text is struck through) as follows.

vest	To become an entitlement. Under a share-based payment arrangement , a counterparty's right to receive cash, other assets, or equity instruments of the entity vests <u>upon satisfaction of any specified vesting conditions when the counterparty's entitlement is no longer conditional on the satisfaction of any vesting conditions.</u>
vesting conditions	The conditions that must be satisfied <u>determine whether the entity receives the services that entitle for the counterparty to become entitled to receive cash, other assets or equity instruments of the entity, under a share-based payment arrangement. Vesting conditions include <u>are either service conditions or performance conditions. Service conditions, which require the other counterparty to complete a specified period of service., and, p</u> Performance conditions, which <u>require the counterparty to complete a specified period of service and</u> specified performance targets to be met (such as a specified increase in the entity's profit over a specified period of time). <u>A performance condition might include a market condition.</u></u>

Appendix E

Amendments resulting from other HKFRSs

The following sets out amendments required for this Standard resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Standard and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

In the rubric, the first sentence is amended as follows:

Hong Kong Financial Reporting Standard 2 *Share-based Payment* (HKFRS 2) is set out in paragraphs 1 – ~~6062~~ and Appendices A – C. All the paragraphs ...

Paragraph 5 is amended as follows:

- 5 As noted in paragraph 2, this HKFRS ... Similarly, the cancellation, replacement or other modification of *share-based payment arrangements* because of a business combination or other equity restructuring shall be accounted for in accordance with this HKFRS. HKFRS 3 provides guidance on determining whether equity instruments issued in a business combination are part of the consideration transferred in exchange for control of the acquiree (and therefore within the scope of HKFRS 3) or are in return for continued service to be recognised in the post-combination period (and therefore within the scope of this HKFRS).

Paragraph 61 is added as follows:

- 61 HKFRS 3 (as revised in 2008) amended paragraph 5. An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendment shall also be applied for that earlier period.

Appendix ~~DE~~

Comparison with International Financial Reporting Standards

This comparison appendix, which was prepared as at 20 April 2004 and deals only with significant differences in the standards extant, is produced for information only and does not form part of the standards in HKFRS 2.

The International Financial Reporting Standard comparable with HKFRS 2 is IFRS 2 *Share-based Payment*.

There are no major textual differences between HKFRS 2 and IFRS 2.

RECOGNITION AND MEASUREMENT OF SERVICES RECEIVED IN AN EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION	BC200-BC221
During the vesting period	BC200-BC217
Share options that are forfeited or lapse after the end of the vesting period	BC218-BC221
MODIFICATIONS TO THE TERMS AND CONDITIONS OF SHARE-BASED PAYMENT ARRANGEMENTS	BC222-BC237
SHARE APPRECIATION RIGHTS SETTLED IN CASH	BC238-BC255
Is there a liability before vesting date?	BC243-BC245
How should the liability be measured?	BC246-BC251
How should the associated expense be presented in the income statement?	BC252-BC255
SHARE-BASED PAYMENT TRANSACTIONS WITH CASH ALTERNATIVES	BC256-BC268
The terms of the arrangement provide the employee with a choice of settlement	BC258-BC264
The terms of the arrangement provide the entity with a choice of settlement	BC265-BC268
OVERALL CONCLUSIONS ON ACCOUNTING FOR EMPLOYEE SHARE OPTIONS	BC269-BC312
Convergence with US GAAP	BC270-BC286
APB 25	BC272-BC275
SFAS 123	BC276-BC286
Recognition versus disclosure	BC287-BC293
Reliability of measurement	BC294-BC310
CONSEQUENTIAL AMENDMENTS TO OTHER STANDARDS	BC311-BC333
Tax effects of share-based payment transactions	BC311-BC329
Accounting for own shares held	BC330-BC333
APPENDIX:	
A Amendments to Basis for Conclusions on HKFRS 2 <i>Share-based Payment – Vesting Conditions and Cancellations</i>	
B Amendments resulting from other Basis for Conclusions	

Appendix A

Amendments to Basis for Conclusions on HKFRS 2 *Share-based Payment – Vesting Conditions and Cancellations* (issued in March 2008) - effective for annual periods beginning on or after 1 January 2009

The following sets out amendments required for this Basis for Conclusions resulting from amendments to HKFRS 2 that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Basis for Conclusions and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

After paragraph BC171, paragraphs BC171A and BC171B are added as follows.

BC171A In 2005 the Board decided to take on a project to clarify the definition of vesting conditions and the accounting treatment of cancellations. In particular, the Board noted that it is important to distinguish between non-vesting conditions, which need to be satisfied for the counterparty to become entitled to the equity instrument, and vesting conditions such as performance conditions. In February 2006 the Board published an exposure draft *Vesting Conditions and Cancellations*, which proposed to restrict vesting conditions to service conditions and performance conditions. Those are the only conditions that determine whether *the entity receives the services* that entitle the counterparty to the share-based payment, and therefore whether the share-based payment vests. In particular, a share-based payment may vest even if some non-vesting conditions have not been met. The feature that distinguishes a performance condition from a non-vesting condition is that the former has an explicit or implicit service requirement and the latter does not.

BC171B In general, respondents to the exposure draft agreed with the Board's proposals but asked for clarification of whether particular restrictive conditions, such as 'non-compete provisions', are vesting conditions. The Board noted that a share-based payment vests when the counterparty's entitlement to it is no longer conditional on future service or performance conditions. Therefore, conditions such as non-compete provisions and transfer restrictions, which apply after the counterparty has become entitled to the share-based payment, are not vesting conditions. The Board revised the definition of 'vest' accordingly.

After paragraph BC237, paragraphs BC237A and BC237B are added, as follows.

BC237A During the deliberations of its proposals in the exposure draft *Vesting Conditions and Cancellations* published in February 2006, the Board considered how failure to meet a non-vesting condition should be treated. The Board concluded that in order to be consistent with the grant date measurement method, failure to meet a non-vesting condition should have no accounting effect when neither the entity nor the counterparty can choose whether that condition is met. The entity should continue to recognise the expense, based on the grant date fair value, over the vesting period unless the employee fails to meet a vesting condition.

BC237B However, the Board concluded that the entity's failure to meet a non-vesting condition is a cancellation if the entity can choose whether that non-vesting condition is met. Furthermore, the Board noted that no non-arbitrary or unambiguous criteria exist to distinguish between a decision by the counterparty not to meet a non-vesting condition and a cancellation by the entity. The Board considered establishing a rebuttable presumption that a counterparty's failure to meet a non-vesting condition is (or is not) a cancellation, unless it can be demonstrated that the entity had no (or had some) influence over the counterparty's decision. The Board did not believe that the information about the entity's decision-making processes that is publicly available would be sufficient to determine whether the presumption has been rebutted. Therefore, the Board concluded that a failure to meet a non-vesting condition should be treated as a cancellation when either the entity or the counterparty can choose whether that non-vesting condition is met.

Appendix B

Amendments resulting from other Basis for Conclusions

The following sets out amendments required for this Basis for Conclusions resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Basis for Conclusions and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC84 is amended as follows:

BC84 Fair value is already used in other areas of accounting, including other transactions in which non-cash resources are acquired through the issue of equity instruments. For example, consideration transferred in a business combination acquisition is measured at the fair value of the ~~consideration given~~, including the fair value of any equity instruments issued by the entity.

Contents - Guidance on implementing HKFRS 2, Share-based Payment

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Measurement date for transactions with parties other than employees	IG5-IG7
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A	Amendments resulting from other Implementation Guidance
B	<u>Amendments to Implementation Guidance on HKFRS 2 Shared-based Payment – Vesting Conditions and Cancellations</u>

Appendix A

Amendments resulting from other Implementation Guidance

The following sets out amendments required for this Guidance resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Guidance and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 1 *Presentation of Financial Statements* (issued in December 2007) – effective for annual periods beginning on or after 1 January 2009

In the last paragraph of IG Example 11, ‘of users taken’ is amended to ‘that users make’.

Appendix B

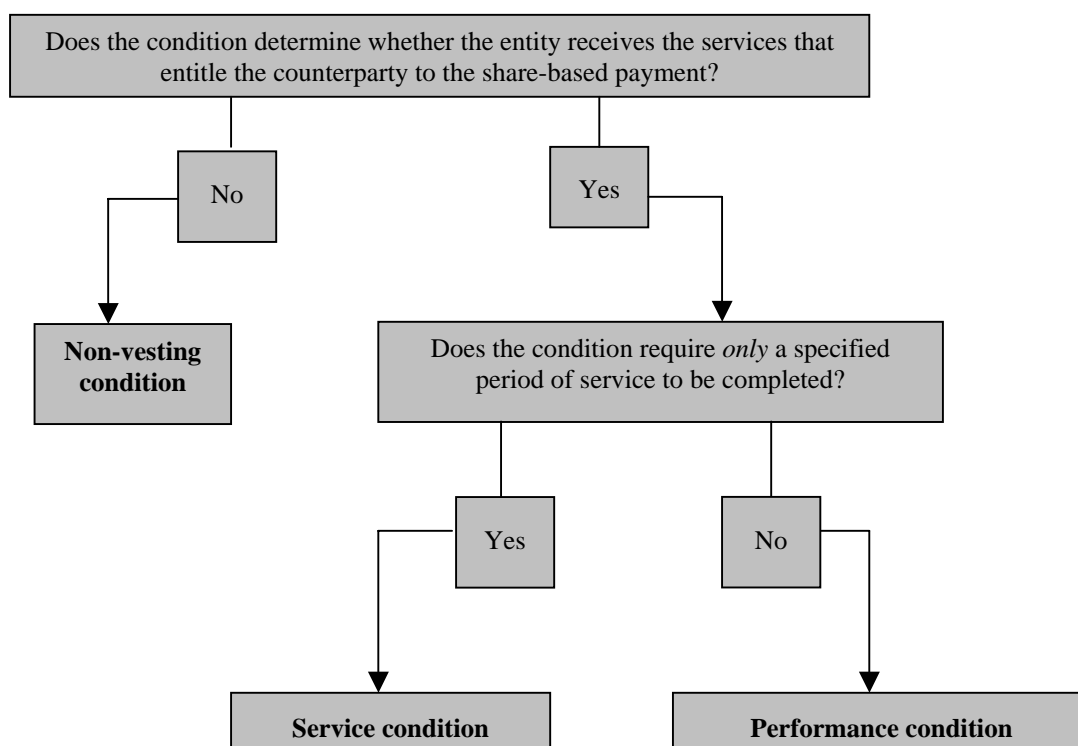
Amendments to Implementation Guidance on HKFRS 2 *Share-based Payment – Vesting Conditions and Cancellations* (issued in March 2008) - effective for annual periods beginning on or after 1 January 2009

The following sets out amendments required for this Guidance resulting from amendments to HKFRS 2 that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Guidance and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

After paragraph IG4, a new heading and paragraph IG4A are added as follows.

Definition of vesting conditions

IG4A HKFRS 2 defines vesting conditions as the conditions that determine whether the entity receives the services that entitle the counterparty to receive cash, other assets or equity instruments of the entity under a share-based payment arrangement. The following flowchart illustrates the evaluation of whether a condition is a service or performance condition or a non-vesting condition.



After IG Example 9, paragraph IG15A and IG Example 9A are added, as follows.

IG15A If a share-based payment has a non-vesting condition that the counterparty can choose not to meet and the counterparty does not meet that non-vesting condition during the vesting period, paragraph 28A of the HKFRS requires that event to be treated as a cancellation. Example 9A illustrates the accounting for this type of event.

IG Example 9A

Share-based payment with vesting and non-vesting conditions when the counterparty can choose whether the non-vesting condition is met

Background

An entity grants an employee the opportunity to participate in a plan in which the employee obtains share options if he agrees to save 25 per cent of his monthly salary of CU400 for a three-year period. The monthly payments are made by deduction from the employee's salary. The employee may use the accumulated savings to exercise his options at the end of three years, or take a refund of his contributions at any point during the three-year period. The estimated annual expense for the share-based payment arrangement is CU120.

After 18 months, the employee stops paying contributions to the plan and takes a refund of contributions paid to date of CU1,800.

Application of requirements

There are three components to this plan: paid salary, salary deduction paid to the savings plan and share-based payment. The entity recognises an expense in respect of each component and a corresponding increase in liability or equity as appropriate. The requirement to pay contributions to the plan is a non-vesting condition, which the employee chooses not to meet in the second year. Therefore, in accordance with paragraphs 28(b) and 28A of the HKFRS, the repayment of contributions is treated as an extinguishment of the liability and the cessation of contributions in year 2 is treated as a cancellation.

YEAR 1	Expense CU	Cash CU	Liability CU	Equity CU
Paid salary	3,600 (75% × 400 × 12)	(3,600)		
Salary deduction paid to the savings plan	1,200 (25% × 400 × 12)		(1,200)	
Share-based payment	120			(120)
Total	4,920	(3,600)	(1,200)	(120)
				<i>continued...</i>

<i>...continued</i>				
YEAR 2	Expense	Cash	Liability	Equity
	CU	CU	CU	CU
Paid salary	4,200	(4,200)		
	(75% × 400 × 6 + 100% × 400 × 6)			
Salary deduction paid to the savings plan	600		(600)	
	(25% × 400 × 6)			
Refund of contributions to the employee		(1,800)	1,800	
Share-based payment (acceleration of remaining expense)	240			(240)
	(120 × 3 – 120)			
Total	5,040	(6,000)	1,200	(240)

After paragraph IG23, a heading, paragraph IG24 and a table are added as follows.

Summary of conditions for a counterparty to receive an equity instrument granted and of accounting treatments

IG24 The table below categorises, with examples, the various conditions that determine whether a counterparty receives an equity instrument granted and the accounting treatment of share-based payments with those conditions.

Summary of conditions that determine whether a counterparty receives an equity instrument granted						
	VESTING CONDITIONS			NON-VESTING CONDITIONS		
	Service conditions	Performance conditions		Neither the entity nor the counterparty can choose whether the condition is met	Counterparty can choose whether to meet the condition	Entity can choose whether to meet the condition
		Performance conditions that are market conditions	Other performance conditions			
Example conditions	Requirement to remain in service for three years	Target based on the market price of the entity's equity instruments	Target based on a successful initial public offering with a specified service requirement	Target based on a commodity index	Paying contributions towards the exercise price of a share-based payment	Continuation of the plan by the entity
Include in grant-date fair value?	No	Yes	No	Yes	Yes	Yes ^(a)
Accounting treatment if the condition is not met after the grant date and during the vesting period	Forfeiture. The entity revises the expense to reflect the best available estimate of the number of equity instruments expected to vest. (paragraph 19)	No change to accounting. The entity continues to recognise the expense over the remainder of the vesting period. (paragraph 21)	Forfeiture. The entity revises the expense to reflect the best available estimate of the number of equity instruments expected to vest. (paragraph 19)	No change to accounting. The entity continues to recognise the expense over the remainder of the vesting period. (paragraph 21A)	Cancellation. The entity recognises immediately the amount of the expense that would otherwise have been recognised over the remainder of the vesting period. (paragraph 28A)	Cancellation. The entity recognises immediately the amount of the expense that would otherwise have been recognised over the remainder of the vesting period. (paragraph 28A)

(a) In the calculation of the fair value of the share-based payment, the probability of continuation of the plan by the entity is assumed to be 100 per cent.

Hong Kong Financial Reporting Standard 3

Business Combinations*

* This HKFRS 3 is applicable for annual periods beginning on or after 1 January 2005 but before 1 July 2009. HKFRS 3 (Revised) issued in March 2008 is applicable for annual periods beginning on or after 1 July 2009 and supersedes this HKFRS 3.

HKFRS 3 (Revised)
Issued March 2008

Effective for annual periods
beginning on or after 1 July 2009*

Hong Kong Financial Reporting Standard 3 (Revised)

Business Combinations

* HKFRS 3 (Revised) is applicable for annual periods beginning on or after 1 July 2009. Earlier application is permitted. HKFRS 3 (Revised) supersedes HKFRS 3 issued in 2004, as amended in 2005 and 2007.



Hong Kong Institute of
Certified Public Accountants
香港會計師公會

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Hong Kong Financial Reporting Standard 3 *Business Combinations* (HKFRS 3) is set out in paragraphs 1 – 68 and Appendices A – C. All the paragraphs have equal authority. Paragraphs in **bold type** state the main principles. Terms defined in Appendix A are in *italics* the first time they appear in the HKFRS. HKFRS 3 should be read in the context of its objective and the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

This revised Standard was issued in March 2008. It supersedes HKFRS 3 issued in 2004, as amended in 2005 and 2007.

Introduction

Reasons for revising HKFRS 3

IN1 The objective of Hong Kong Institute of Certified Public Accountants (HKICPA) revising HKFRS 3 is to maintain international convergence arising from the revision of IFRS 3 *Business Combinations* (IFRS 3) by the International Accounting Standards Board (IASB). The HKICPA supported the reasons for revising IFRS 3 of the IASB.

The revised IFRS 3 is part of a joint effort by the IASB and the US Financial Accounting Standards Board (FASB) to improve financial reporting while promoting the international convergence of accounting standards. The IASB and FASB decided to address the accounting for business combinations in two phases. The IASB and the FASB deliberated the first phase separately. The FASB concluded its first phase in June 2001 by issuing FASB Statement No. 141 *Business Combinations*. The IASB concluded its first phase in March 2004 by issuing the previous version of IFRS 3 *Business Combinations*. The IASB's and FASB's primary conclusion in the first phase was that virtually all business combinations are acquisitions. Accordingly, the IASB and FASB decided to require the use of one method of accounting for business combinations—the acquisition method.

IN2 The second phase of the project addressed the guidance for applying the acquisition method. The IASB and FASB decided that a significant improvement could be made to financial reporting if they had similar standards for accounting for business combinations. Thus, they decided to conduct the second phase of the project as a joint effort with the objective of reaching the same conclusions. The IASB and FASB concluded the second phase of the project by issuing IFRS 3 and FASB Statement No. 141 (revised 2007) *Business Combinations* and the related amendments to IAS 27 *Consolidated and Separate Financial Statements* and FASB Statement No. 160 *Noncontrolling Interests in Consolidated Financial Statements*.

IN3 The revised HKFRS 3 replaces HKFRS 3 (as issued in 2004) and comes into effect for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. Earlier application is permitted, provided that HKAS 27 (as amended in 2008) is applied at the same time.

Main features of the HKFRS

IN4 The objective of the HKFRS is to enhance the relevance, reliability and comparability of the information that an entity provides in its financial statements about a business combination and its effects. It does that by establishing principles and requirements for how an acquirer:

- (a) recognises and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree;
- (b) recognises and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and
- (c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

Core principle

IN5 An acquirer of a business recognises the assets acquired and liabilities assumed at their acquisition-date fair values and discloses information that enables users to evaluate the nature and financial effects of the acquisition.

Applying the acquisition method

- IN6 A business combination must be accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. One of the parties to a business combination can always be identified as the acquirer, being the entity that obtains control of the other business (the acquiree). Formations of a joint venture or the acquisition of an asset or a group of assets that does not constitute a business are not business combinations.
- IN7 The HKFRS establishes principles for recognising and measuring the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. Any classifications or designations made in recognising these items must be made in accordance with the contractual terms, economic conditions, acquirer's operating or accounting policies and other factors that exist at the acquisition date.
- IN8 Each identifiable asset and liability is measured at its acquisition-date fair value. Any non-controlling interest in an acquiree is measured at fair value or as the non-controlling interest's proportionate share of the acquiree's net identifiable assets.
- IN9 The HKFRS provides limited exceptions to these recognition and measurement principles:
- (a) Leases and insurance contracts are required to be classified on the basis of the contractual terms and other factors at the inception of the contract (or when the terms have changed) rather than on the basis of the factors that exist at the acquisition date.
 - (b) Only those contingent liabilities assumed in a business combination that are a present obligation and can be measured reliably are recognised.
 - (c) Some assets and liabilities are required to be recognised or measured in accordance with other HKFRSs, rather than at fair value. The assets and liabilities affected are those falling within the scope of HKAS 12 *Income Taxes*, HKAS 19 *Employee Benefits*, HKFRS 2 *Share-based Payment* and HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.
 - (d) There are special requirements for measuring a reacquired right.
 - (e) Indemnification assets are recognised and measured on a basis that is consistent with the item that is subject to the indemnification, even if that measure is not fair value.
- IN10 The HKFRS requires the acquirer, having recognised the identifiable assets, the liabilities and any non-controlling interests, to identify any difference between:
- (a) the aggregate of the consideration transferred, any non-controlling interest in the acquiree and, in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree; and
 - (b) the net identifiable assets acquired.
- The difference will, generally, be recognised as goodwill. If the acquirer has made a gain from a bargain purchase that gain is recognised in profit or loss.
- IN11 The consideration transferred in a business combination (including any contingent consideration) is measured at fair value.

- IN12 In general, an acquirer measures and accounts for assets acquired and liabilities assumed or incurred in a business combination after the business combination has been completed in accordance with other applicable HKFRSs. However, the HKFRS provides accounting requirements for reacquired rights, contingent liabilities, contingent consideration and indemnification assets.

Disclosure

- IN13 The HKFRS requires the acquirer to disclose information that enables users of its financial statements to evaluate the nature and financial effect of business combinations that occurred during the current reporting period or after the reporting date but before the financial statements are authorised for issue. After a business combination, the acquirer must disclose any adjustments recognised in the current reporting period that relate to business combinations that occurred in the current or previous reporting periods.

Hong Kong Financial Reporting Standard 3 *Business Combinations*

Objective

- 1 The objective of this HKFRS is to improve the relevance, reliability and comparability of the information that a reporting entity provides in its financial statements about a *business combination* and its effects. To accomplish that, this HKFRS establishes principles and requirements for how the *acquirer*:
- (a) recognises and measures in its financial statements the *identifiable* assets acquired, the liabilities assumed and any *non-controlling interest* in the *acquiree*;
 - (b) recognises and measures the *goodwill* acquired in the business combination or a gain from a bargain purchase; and
 - (c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

Scope

- 2 This HKFRS applies to a transaction or other event that meets the definition of a business combination. This HKFRS does not apply to:
- (a) the formation of a joint venture.
 - (b) the acquisition of an asset or a group of assets that does not constitute a *business*. In such cases the acquirer shall identify and recognise the individual identifiable assets acquired (including those assets that meet the definition of, and recognition criteria for, *intangible assets* in HKAS 38 *Intangible Assets*) and liabilities assumed. The cost of the group shall be allocated to the individual identifiable assets and liabilities on the basis of their relative *fair values* at the date of purchase. Such a transaction or event does not give rise to goodwill.
 - (c) a combination of entities or businesses under common control (paragraphs B1 – B4 provide related application guidance).

Identifying a business combination

- 3 **An entity shall determine whether a transaction or other event is a business combination by applying the definition in this HKFRS, which requires that the assets acquired and liabilities assumed constitute a business. If the assets acquired are not a business, the reporting entity shall account for the transaction or other event as an asset acquisition. Paragraphs B5 – B12 provide guidance on identifying a business combination and the definition of a business.**

The acquisition method

- 4 **An entity shall account for each business combination by applying the acquisition method.**
- 5 Applying the acquisition method requires:
- (a) identifying the acquirer;
 - (b) determining the *acquisition date*;
 - (c) recognising and measuring the identifiable assets acquired, the liabilities assumed

and any non-controlling interest in the acquiree; and

(d) recognising and measuring goodwill or a gain from a bargain purchase.

Identifying the acquirer

- 6 For each business combination, one of the combining entities shall be identified as the acquirer.**
- 7 The guidance in HKAS 27 *Consolidated and Separate Financial Statements* shall be used to identify the acquirer—the entity that obtains *control* of the acquiree. If a business combination has occurred but applying the guidance in HKAS 27 does not clearly indicate which of the combining entities is the acquirer, the factors in paragraphs B14 – B18 shall be considered in making that determination.

Determining the acquisition date

- 8 The acquirer shall identify the acquisition date, which is the date on which it obtains control of the acquiree.**
- 9 The date on which the acquirer obtains control of the acquiree is generally the date on which the acquirer legally transfers the consideration, acquires the assets and assumes the liabilities of the acquiree—the closing date. However, the acquirer might obtain control on a date that is either earlier or later than the closing date. For example, the acquisition date precedes the closing date if a written agreement provides that the acquirer obtains control of the acquiree on a date before the closing date. An acquirer shall consider all pertinent facts and circumstances in identifying the acquisition date.

Recognising and measuring the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree

Recognition principle

- 10 As of the acquisition date, the acquirer shall recognise, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. Recognition of identifiable assets acquired and liabilities assumed is subject to the conditions specified in paragraphs 11 and 12.**

Recognition conditions

- 11 To qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the *Framework for the Preparation and Presentation of Financial Statements* at the acquisition date. For example, costs the acquirer expects but is not obliged to incur in the future to effect its plan to exit an activity of an acquiree or to terminate the employment of or relocate an acquiree's employees are not liabilities at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other HKFRSs.
- 12 In addition, to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must be part of what the acquirer and the acquiree (or its former *owners*) exchanged in the business combination transaction rather than the result of separate transactions. The acquirer shall apply the guidance in paragraphs 51 – 53 to determine which assets acquired or liabilities assumed are part of the exchange for the acquiree and which, if any, are the result of separate transactions to be accounted for in accordance with their nature and the applicable HKFRSs.

- 13 The acquirer's application of the recognition principle and conditions may result in recognising some assets and liabilities that the acquiree had not previously recognised as assets and liabilities in its financial statements. For example, the acquirer recognises the acquired identifiable intangible assets, such as a brand name, a patent or a customer relationship, that the acquiree did not recognise as assets in its financial statements because it developed them internally and charged the related costs to expense.
- 14 Paragraphs B28 – B40 provide guidance on recognising operating leases and intangible assets. Paragraphs 22 – 28 specify the types of identifiable assets and liabilities that include items for which this HKFRS provides limited exceptions to the recognition principle and conditions.

Classifying or designating identifiable assets acquired and liabilities assumed in a business combination

- 15 **At the acquisition date, the acquirer shall classify or designate the identifiable assets acquired and liabilities assumed as necessary to apply other HKFRSs subsequently. The acquirer shall make those classifications or designations on the basis of the contractual terms, economic conditions, its operating or accounting policies and other pertinent conditions as they exist at the acquisition date.**
- 16 In some situations, HKFRSs provide for different accounting depending on how an entity classifies or designates a particular asset or liability. Examples of classifications or designations that the acquirer shall make on the basis of the pertinent conditions as they exist at the acquisition date include but are not limited to:
- (a) classification of particular financial assets and liabilities as a financial asset or liability at fair value through profit or loss, or as a financial asset available for sale or held to maturity, in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement*;
 - (b) designation of a derivative instrument as a hedging instrument in accordance with HKAS 39; and
 - (c) assessment of whether an embedded derivative should be separated from the host contract in accordance with HKAS 39 (which is a matter of 'classification' as this HKFRS uses that term).
- 17 This HKFRS provides two exceptions to the principle in paragraph 15:
- (a) classification of a lease contract as either an operating lease or a finance lease in accordance with HKAS 17 *Leases*; and
 - (b) classification of a contract as an insurance contract in accordance with HKFRS 4 *Insurance Contracts*.

The acquirer shall classify those contracts on the basis of the contractual terms and other factors at the inception of the contract (or, if the terms of the contract have been modified in a manner that would change its classification, at the date of that modification, which might be the acquisition date).

Measurement principle

- 18 **The acquirer shall measure the identifiable assets acquired and the liabilities assumed at their acquisition-date fair values.**
- 19 For each business combination, the acquirer shall measure any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

- 20 Paragraphs B41 – B45 provide guidance on measuring the fair value of particular identifiable assets and a non-controlling interest in an acquiree. Paragraphs 24 – 31 specify the types of identifiable assets and liabilities that include items for which this HKFRS provides limited exceptions to the measurement principle.

Exceptions to the recognition or measurement principles

- 21 This HKFRS provides limited exceptions to its recognition and measurement principles. Paragraphs 22 – 31 specify both the particular items for which exceptions are provided and the nature of those exceptions. The acquirer shall account for those items by applying the requirements in paragraphs 22 – 31, which will result in some items being:

- (a) recognised either by applying recognition conditions in addition to those in paragraphs 11 and 12 or by applying the requirements of other HKFRSs, with results that differ from applying the recognition principle and conditions.
- (b) measured at an amount other than their acquisition-date fair values.

Exception to the recognition principle

Contingent liabilities

- 22 HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* defines a contingent liability as:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) the amount of the obligation cannot be measured with sufficient reliability.

- 23 The requirements in HKAS 37 do not apply in determining which contingent liabilities to recognise as of the acquisition date. Instead, the acquirer shall recognise as of the acquisition date a contingent liability assumed in a business combination if it is a present obligation that arises from past events and its fair value can be measured reliably. Therefore, contrary to HKAS 37, the acquirer recognises a contingent liability assumed in a business combination at the acquisition date even if it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Paragraph 56 provides guidance on the subsequent accounting for contingent liabilities.

Exceptions to both the recognition and measurement principles

Income taxes

- 24 The acquirer shall recognise and measure a deferred tax asset or liability arising from the assets acquired and liabilities assumed in a business combination in accordance with HKAS 12 *Income Taxes*.
- 25 The acquirer shall account for the potential tax effects of temporary differences and carryforwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition in accordance with HKAS 12.

Employee benefits

- 26 The acquirer shall recognise and measure a liability (or asset, if any) related to the acquiree's employee benefit arrangements in accordance with HKAS 19 *Employee Benefits*.

Indemnification assets

- 27 The seller in a business combination may contractually indemnify the acquirer for the outcome of a contingency or uncertainty related to all or part of a specific asset or liability. For example, the seller may indemnify the acquirer against losses above a specified amount on a liability arising from a particular contingency; in other words, the seller will guarantee that the acquirer's liability will not exceed a specified amount. As a result, the acquirer obtains an indemnification asset. The acquirer shall recognise an indemnification asset at the same time that it recognises the indemnified item measured on the same basis as the indemnified item, subject to the need for a valuation allowance for uncollectible amounts. Therefore, if the indemnification relates to an asset or a liability that is recognised at the acquisition date and measured at its acquisition-date fair value, the acquirer shall recognise the indemnification asset at the acquisition date measured at its acquisition-date fair value. For an indemnification asset measured at fair value, the effects of uncertainty about future cash flows because of collectibility considerations are included in the fair value measure and a separate valuation allowance is not necessary (paragraph B41 provides related application guidance).
- 28 In some circumstances, the indemnification may relate to an asset or a liability that is an exception to the recognition or measurement principles. For example, an indemnification may relate to a contingent liability that is not recognised at the acquisition date because its fair value is not reliably measurable at that date. Alternatively, an indemnification may relate to an asset or a liability, for example, one that results from an employee benefit, that is measured on a basis other than acquisition-date fair value. In those circumstances, the indemnification asset shall be recognised and measured using assumptions consistent with those used to measure the indemnified item, subject to management's assessment of the collectibility of the indemnification asset and any contractual limitations on the indemnified amount. Paragraph 57 provides guidance on the subsequent accounting for an indemnification asset.

*Exceptions to the measurement principle***Reacquired rights**

- 29 The acquirer shall measure the value of a reacquired right recognised as an intangible asset on the basis of the remaining contractual term of the related contract regardless of whether market participants would consider potential contractual renewals in determining its fair value. Paragraphs B35 and B36 provide related application guidance.

Share-based payment awards

- 30 The acquirer shall measure a liability or an equity instrument related to the replacement of an acquiree's share-based payment awards with share-based payment awards of the acquirer in accordance with the method in HKFRS 2 *Share-based Payment*. (This HKFRS refers to the result of that method as the 'market-based measure' of the award.)

Assets held for sale

- 31 The acquirer shall measure an acquired non-current asset (or disposal group) that is classified as held for sale at the acquisition date in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* at fair value less costs to sell in accordance with paragraphs 15 – 18 of that HKFRS.

Recognising and measuring goodwill or a gain from a bargain purchase

- 32 The acquirer shall recognise goodwill as of the acquisition date measured as the excess of (a) over (b) below:
- (a) the aggregate of:
 - (i) the consideration transferred measured in accordance with this HKFRS, which generally requires acquisition-date fair value (see paragraph 37);
 - (ii) the amount of any non-controlling interest in the acquiree measured in accordance with this HKFRS; and
 - (iii) in a business combination achieved in stages (see paragraphs 41 and 42), the acquisition-date fair value of the acquirer's previously held *equity interest* in the acquiree.
 - (b) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed measured in accordance with this HKFRS.
- 33 In a business combination in which the acquirer and the acquiree (or its former owners) exchange only equity interests, the acquisition-date fair value of the acquiree's equity interests may be more reliably measurable than the acquisition-date fair value of the acquirer's equity interests. If so, the acquirer shall determine the amount of goodwill by using the acquisition-date fair value of the acquiree's equity interests instead of the acquisition-date fair value of the equity interests transferred. To determine the amount of goodwill in a business combination in which no consideration is transferred, the acquirer shall use the acquisition-date fair value of the acquirer's interest in the acquiree determined using a valuation technique in place of the acquisition-date fair value of the consideration transferred (paragraph 32(a)(i)). Paragraphs B46 – B49 provide related application guidance.

Bargain purchases

- 34 Occasionally, an acquirer will make a bargain purchase, which is a business combination in which the amount in paragraph 32(b) exceeds the aggregate of the amounts specified in paragraph 32(a). If that excess remains after applying the requirements in paragraph 36, the acquirer shall recognise the resulting gain in profit or loss on the acquisition date. The gain shall be attributed to the acquirer.
- 35 A bargain purchase might happen, for example, in a business combination that is a forced sale in which the seller is acting under compulsion. However, the recognition or measurement exceptions for particular items discussed in paragraphs 22 – 31 may also result in recognising a gain (or change the amount of a recognised gain) on a bargain purchase.
- 36 Before recognising a gain on a bargain purchase, the acquirer shall reassess whether it has correctly identified all of the assets acquired and all of the liabilities assumed and shall recognise any additional assets or liabilities that are identified in that review. The acquirer shall then review the procedures used to measure the amounts this HKFRS requires to be recognised at the acquisition date for all of the following:
- (a) the identifiable assets acquired and liabilities assumed;
 - (b) the non-controlling interest in the acquiree, if any;
 - (c) for a business combination achieved in stages, the acquirer's previously held equity interest in the acquiree; and

(d) the consideration transferred.

The objective of the review is to ensure that the measurements appropriately reflect consideration of all available information as of the acquisition date.

Consideration transferred

- 37 The consideration transferred in a business combination shall be measured at fair value, which shall be calculated as the sum of the acquisition-date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity interests issued by the acquirer. (However, any portion of the acquirer's share-based payment awards exchanged for awards held by the acquiree's employees that is included in consideration transferred in the business combination shall be measured in accordance with paragraph 30 rather than at fair value.) Examples of potential forms of consideration include cash, other assets, a business or a subsidiary of the acquirer, *contingent consideration*, ordinary or preference equity instruments, options, warrants and member interests of *mutual entities*.
- 38 The consideration transferred may include assets or liabilities of the acquirer that have carrying amounts that differ from their fair values at the acquisition date (for example, non-monetary assets or a business of the acquirer). If so, the acquirer shall remeasure the transferred assets or liabilities to their fair values as of the acquisition date and recognise the resulting gains or losses, if any, in profit or loss. However, sometimes the transferred assets or liabilities remain within the combined entity after the business combination (for example, because the assets or liabilities were transferred to the acquiree rather than to its former owners), and the acquirer therefore retains control of them. In that situation, the acquirer shall measure those assets and liabilities at their carrying amounts immediately before the acquisition date and shall not recognise a gain or loss in profit or loss on assets or liabilities it controls both before and after the business combination.

Contingent consideration

- 39 The consideration the acquirer transfers in exchange for the acquiree includes any asset or liability resulting from a contingent consideration arrangement (see paragraph 37). The acquirer shall recognise the acquisition-date fair value of contingent consideration as part of the consideration transferred in exchange for the acquiree.
- 40 The acquirer shall classify an obligation to pay contingent consideration as a liability or as equity on the basis of the definitions of an equity instrument and a financial liability in paragraph 11 of HKAS 32 *Financial Instruments: Presentation*, or other applicable HKFRSs. The acquirer shall classify as an asset a right to the return of previously transferred consideration if specified conditions are met. Paragraph 58 provides guidance on the subsequent accounting for contingent consideration.

Additional guidance for applying the acquisition method to particular types of business combinations

A business combination achieved in stages

- 41 An acquirer sometimes obtains control of an acquiree in which it held an equity interest immediately before the acquisition date. For example, on 31 December 20X1, Entity A holds a 35 per cent non-controlling equity interest in Entity B. On that date, Entity A purchases an additional 40 per cent interest in Entity B, which gives it control of Entity B. This HKFRS refers to such a transaction as a business combination achieved in stages, sometimes also referred to as a step acquisition.

- 42 In a business combination achieved in stages, the acquirer shall remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognise the resulting gain or loss, if any, in profit or loss. In prior reporting periods, the acquirer may have recognised changes in the value of its equity interest in the acquiree in other comprehensive income (for example, because the investment was classified as available for sale). If so, the amount that was recognised in other comprehensive income shall be recognised on the same basis as would be required if the acquirer had disposed directly of the previously held equity interest.

A business combination achieved without the transfer of consideration

- 43 An acquirer sometimes obtains control of an acquiree without transferring consideration. The acquisition method of accounting for a business combination applies to those combinations. Such circumstances include:
- (a) The acquiree repurchases a sufficient number of its own shares for an existing investor (the acquirer) to obtain control.
 - (b) Minority veto rights lapse that previously kept the acquirer from controlling an acquiree in which the acquirer held the majority voting rights.
 - (c) The acquirer and acquiree agree to combine their businesses by contract alone. The acquirer transfers no consideration in exchange for control of an acquiree and holds no equity interests in the acquiree, either on the acquisition date or previously. Examples of business combinations achieved by contract alone include bringing two businesses together in a stapling arrangement or forming a dual listed corporation.

- 44 In a business combination achieved by contract alone, the acquirer shall attribute to the owners of the acquiree the amount of the acquiree's net assets recognised in accordance with this HKFRS. In other words, the equity interests in the acquiree held by parties other than the acquirer are a non-controlling interest in the acquirer's post-combination financial statements even if the result is that all of the equity interests in the acquiree are attributed to the non-controlling interest.

Measurement period

- 45 **If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the acquirer shall report in its financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, the acquirer shall retrospectively adjust the provisional amounts recognised at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognised as of that date. During the measurement period, the acquirer shall also recognise additional assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date. The measurement period ends as soon as the acquirer receives the information it was seeking about facts and circumstances that existed as of the acquisition date or learns that more information is not obtainable. However, the measurement period shall not exceed one year from the acquisition date.**
- 46 The measurement period is the period after the acquisition date during which the acquirer may adjust the provisional amounts recognised for a business combination. The measurement period provides the acquirer with a reasonable time to obtain the information necessary to identify and measure the following as of the acquisition date in accordance with the requirements of this HKFRS:
- (a) the identifiable assets acquired, liabilities assumed and any non-controlling interest in the acquiree;

- (b) the consideration transferred for the acquiree (or the other amount used in measuring goodwill);
 - (c) in a business combination achieved in stages, the equity interest in the acquiree previously held by the acquirer; and
 - (d) the resulting goodwill or gain on a bargain purchase.
- 47 The acquirer shall consider all pertinent factors in determining whether information obtained after the acquisition date should result in an adjustment to the provisional amounts recognised or whether that information results from events that occurred after the acquisition date. Pertinent factors include the date when additional information is obtained and whether the acquirer can identify a reason for a change to provisional amounts. Information that is obtained shortly after the acquisition date is more likely to reflect circumstances that existed at the acquisition date than is information obtained several months later. For example, unless an intervening event that changed its fair value can be identified, the sale of an asset to a third party shortly after the acquisition date for an amount that differs significantly from its provisional fair value determined at that date is likely to indicate an error in the provisional amount.
- 48 The acquirer recognises an increase (decrease) in the provisional amount recognised for an identifiable asset (liability) by means of a decrease (increase) in goodwill. However, new information obtained during the measurement period may sometimes result in an adjustment to the provisional amount of more than one asset or liability. For example, the acquirer might have assumed a liability to pay damages related to an accident in one of the acquiree's facilities, part or all of which are covered by the acquiree's liability insurance policy. If the acquirer obtains new information during the measurement period about the acquisition-date fair value of that liability, the adjustment to goodwill resulting from a change to the provisional amount recognised for the liability would be offset (in whole or in part) by a corresponding adjustment to goodwill resulting from a change to the provisional amount recognised for the claim receivable from the insurer.
- 49 During the measurement period, the acquirer shall recognise adjustments to the provisional amounts as if the accounting for the business combination had been completed at the acquisition date. Thus, the acquirer shall revise comparative information for prior periods presented in financial statements as needed, including making any change in depreciation, amortisation or other income effects recognised in completing the initial accounting.
- 50 After the measurement period ends, the acquirer shall revise the accounting for a business combination only to correct an error in accordance with HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*.

Determining what is part of the business combination transaction

- 51 **The acquirer and the acquiree may have a pre-existing relationship or other arrangement before negotiations for the business combination began, or they may enter into an arrangement during the negotiations that is separate from the business combination. In either situation, the acquirer shall identify any amounts that are not part of what the acquirer and the acquiree (or its former owners) exchanged in the business combination, ie amounts that are not part of the exchange for the acquiree. The acquirer shall recognise as part of applying the acquisition method only the consideration transferred for the acquiree and the assets acquired and liabilities assumed in the exchange for the acquiree. Separate transactions shall be accounted for in accordance with the relevant HKFRSs.**

- 52 A transaction entered into by or on behalf of the acquirer or primarily for the benefit of the acquirer or the combined entity, rather than primarily for the benefit of the acquiree (or its former owners) before the combination, is likely to be a separate transaction. The following are examples of separate transactions that are not to be included in applying the acquisition method:
- (a) a transaction that in effect settles pre-existing relationships between the acquirer and acquiree;
 - (b) a transaction that remunerates employees or former owners of the acquiree for future services; and
 - (c) a transaction that reimburses the acquiree or its former owners for paying the acquirer's acquisition-related costs.

Paragraphs B50 – B62 provide related application guidance.

Acquisition-related costs

- 53 Acquisition-related costs are costs the acquirer incurs to effect a business combination. Those costs include finder's fees; advisory, legal, accounting, valuation and other professional or consulting fees; general administrative costs, including the costs of maintaining an internal acquisitions department; and costs of registering and issuing debt and equity securities. The acquirer shall account for acquisition-related costs as expenses in the periods in which the costs are incurred and the services are received, with one exception. The costs to issue debt or equity securities shall be recognised in accordance with HKAS 32 and HKAS 39.

Subsequent measurement and accounting

- 54 **In general, an acquirer shall subsequently measure and account for assets acquired, liabilities assumed or incurred and equity instruments issued in a business combination in accordance with other applicable HKFRSs for those items, depending on their nature. However, this HKFRS provides guidance on subsequently measuring and accounting for the following assets acquired, liabilities assumed or incurred and equity instruments issued in a business combination:**
- (a) **reacquired rights;**
 - (b) **contingent liabilities recognised as of the acquisition date;**
 - (c) **indemnification assets; and**
 - (d) **contingent consideration.**

Paragraph B63 provides related application guidance.

Reacquired rights

- 55 A reacquired right recognised as an intangible asset shall be amortised over the remaining contractual period of the contract in which the right was granted. An acquirer that subsequently sells a reacquired right to a third party shall include the carrying amount of the intangible asset in determining the gain or loss on the sale.

Contingent liabilities

- 56 After initial recognition and until the liability is settled, cancelled or expires, the acquirer shall measure a contingent liability recognised in a business combination at the higher of:
- (a) the amount that would be recognised in accordance with HKAS 37; and
 - (b) the amount initially recognised less, if appropriate, cumulative amortisation recognised in accordance with HKAS 18 *Revenue*.

This requirement does not apply to contracts accounted for in accordance with HKAS 39.

Indemnification assets

- 57 At the end of each subsequent reporting period, the acquirer shall measure an indemnification asset that was recognised at the acquisition date on the same basis as the indemnified liability or asset, subject to any contractual limitations on its amount and, for an indemnification asset that is not subsequently measured at its fair value, management's assessment of the collectibility of the indemnification asset. The acquirer shall derecognise the indemnification asset only when it collects the asset, sells it or otherwise loses the right to it.

Contingent consideration

- 58 Some changes in the fair value of contingent consideration that the acquirer recognises after the acquisition date may be the result of additional information that the acquirer obtained after that date about facts and circumstances that existed at the acquisition date. Such changes are measurement period adjustments in accordance with paragraphs 45 – 49. However, changes resulting from events after the acquisition date, such as meeting an earnings target, reaching a specified share price or reaching a milestone on a research and development project, are not measurement period adjustments. The acquirer shall account for changes in the fair value of contingent consideration that are not measurement period adjustments as follows:
- (a) Contingent consideration classified as equity shall not be remeasured and its subsequent settlement shall be accounted for within equity.
 - (b) Contingent consideration classified as an asset or a liability that:
 - (i) is a financial instrument and is within the scope of HKAS 39 shall be measured at fair value, with any resulting gain or loss recognised either in profit or loss or in other comprehensive income in accordance with that HKFRS.
 - (ii) is not within the scope of HKAS 39 shall be accounted for in accordance with HKAS 37 or other HKFRSs as appropriate.

Disclosures

- 59 **The acquirer shall disclose information that enables users of its financial statements to evaluate the nature and financial effect of a business combination that occurs either:**
- (a) **during the current reporting period; or**
 - (b) **after the end of the reporting period but before the financial statements are authorised for issue.**

- 60 To meet the objective in paragraph 59, the acquirer shall disclose the information specified in paragraphs B64 – B66.
- 61 **The acquirer shall disclose information that enables users of its financial statements to evaluate the financial effects of adjustments recognised in the current reporting period that relate to business combinations that occurred in the period or previous reporting periods.**
- 62 To meet the objective in paragraph 61, the acquirer shall disclose the information specified in paragraph B67.
- 63 If the specific disclosures required by this and other HKFRSs do not meet the objectives set out in paragraphs 59 and 61, the acquirer shall disclose whatever additional information is necessary to meet those objectives.

Effective date and transition

Effective date

- 64 This HKFRS shall be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. Earlier application is permitted. However, this HKFRS shall be applied only at the beginning of an annual reporting period that begins on or after 30 June 2007. If an entity applies this HKFRS before 1 July 2009, it shall disclose that fact and apply HKAS 27 (as amended in 2008) at the same time.

Transition

- 65 Assets and liabilities that arose from business combinations whose acquisition dates preceded the application of this HKFRS shall not be adjusted upon application of this HKFRS.
- 66 An entity, such as a mutual entity, that has not yet applied HKFRS 3 and had one or more business combinations that were accounted for using the purchase method shall apply the transition provisions in paragraphs B68 and B69.

Income taxes

- 67 For business combinations in which the acquisition date was before this HKFRS is applied, the acquirer shall apply the requirements of paragraph 68 of HKAS 12, as amended by this HKFRS, prospectively. That is to say, the acquirer shall not adjust the accounting for prior business combinations for previously recognised changes in recognised deferred tax assets. However, from the date when this HKFRS is applied, the acquirer shall recognise, as an adjustment to profit or loss (or, if HKAS 12 requires, outside profit or loss), changes in recognised deferred tax assets.

Withdrawal of HKFRS 3 (issued 2004)

- 68 This HKFRS supersedes HKFRS 3 *Business Combinations* issued in 2004 as amended in 2005 and 2007.

Appendix A Defined terms

This appendix is an integral part of the HKFRS.

acquiree	The business or businesses that the acquirer obtains control of in a business combination .
acquirer	The entity that obtains control of the acquiree .
acquisition date	The date on which the acquirer obtains control of the acquiree .
business	An integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants.
business combination	A transaction or other event in which an acquirer obtains control of one or more businesses . Transactions sometimes referred to as ‘true mergers’ or ‘mergers of equals’ are also business combinations as that term is used in this HKFRS.
contingent consideration	Usually, an obligation of the acquirer to transfer additional assets or equity interests to the former owners of an acquiree as part of the exchange for control of the acquiree if specified future events occur or conditions are met. However, contingent consideration also may give the acquirer the right to the return of previously transferred consideration if specified conditions are met.
control	The power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.
equity interests	For the purposes of this HKFRS, <i>equity interests</i> is used broadly to mean ownership interests of investor-owned entities and owner, member or participant interests of mutual entities .
fair value	The amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm’s length transaction.
goodwill	An asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised.
identifiable	An asset is <i>identifiable</i> if it either: <ul style="list-style-type: none"> (a) is separable, ie capable of being separated or divided from the entity and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability, regardless of whether the entity intends to do so; or (b) arises from contractual or other legal rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.

intangible asset	An identifiable non-monetary asset without physical substance.
mutual entity	An entity, other than an investor-owned entity, that provides dividends, lower costs or other economic benefits directly to its owners , members or participants. For example, a mutual insurance company, a credit union and a co-operative entity are all mutual entities.
non-controlling interest	The equity in a subsidiary not attributable, directly or indirectly, to a parent.
owners	For the purposes of this HKFRS, <i>owners</i> is used broadly to include holders of equity interests of investor-owned entities and owners or members of, or participants in, mutual entities .

Appendix B

Application guidance

This appendix is an integral part of the HKFRS.

Business combinations of entities under common control (application of paragraph 2(c))

- B1 This HKFRS does not apply to a business combination of entities or businesses under common control. A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.
- B2 A group of individuals shall be regarded as controlling an entity when, as a result of contractual arrangements, they collectively have the power to govern its financial and operating policies so as to obtain benefits from its activities. Therefore, a business combination is outside the scope of this HKFRS when the same group of individuals has, as a result of contractual arrangements, ultimate collective power to govern the financial and operating policies of each of the combining entities so as to obtain benefits from their activities, and that ultimate collective power is not transitory.
- B3 An entity may be controlled by an individual or by a group of individuals acting together under a contractual arrangement, and that individual or group of individuals may not be subject to the financial reporting requirements of HKFRSs. Therefore, it is not necessary for combining entities to be included as part of the same consolidated financial statements for a business combination to be regarded as one involving entities under common control.
- B4 The extent of non-controlling interests in each of the combining entities before and after the business combination is not relevant to determining whether the combination involves entities under common control. Similarly, the fact that one of the combining entities is a subsidiary that has been excluded from the consolidated financial statements is not relevant to determining whether a combination involves entities under common control.

Identifying a business combination (application of paragraph 3)

- B5 This HKFRS defines a business combination as a transaction or other event in which an acquirer obtains control of one or more businesses. An acquirer might obtain control of an acquiree in a variety of ways, for example:
- (a) by transferring cash, cash equivalents or other assets (including net assets that constitute a business);
 - (b) by incurring liabilities;
 - (c) by issuing equity interests;
 - (d) by providing more than one type of consideration; or
 - (e) without transferring consideration, including by contract alone (see paragraph 43).
- B6 A business combination may be structured in a variety of ways for legal, taxation or other reasons, which include but are not limited to:
- (a) one or more businesses become subsidiaries of an acquirer or the net assets of one or more businesses are legally merged into the acquirer;
 - (b) one combining entity transfers its net assets, or its owners transfer their equity interests, to another combining entity or its owners;

- (c) all of the combining entities transfer their net assets, or the owners of those entities transfer their equity interests, to a newly formed entity (sometimes referred to as a roll-up or put-together transaction); or
- (d) a group of former owners of one of the combining entities obtains control of the combined entity.

Definition of a business (application of paragraph 3)

- B7 A business consists of inputs and processes applied to those inputs that have the ability to create outputs. Although businesses usually have outputs, outputs are not required for an integrated set to qualify as a business. The three elements of a business are defined as follows:
- (a) **Input:** Any economic resource that creates, or has the ability to create, outputs when one or more processes are applied to it. Examples include non-current assets (including intangible assets or rights to use non-current assets), intellectual property, the ability to obtain access to necessary materials or rights and employees.
 - (b) **Process:** Any system, standard, protocol, convention or rule that when applied to an input or inputs, creates or has the ability to create outputs. Examples include strategic management processes, operational processes and resource management processes. These processes typically are documented, but an organised workforce having the necessary skills and experience following rules and conventions may provide the necessary processes that are capable of being applied to inputs to create outputs. (Accounting, billing, payroll and other administrative systems typically are not processes used to create outputs.)
 - (c) **Output:** The result of inputs and processes applied to those inputs that provide or have the ability to provide a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants.
- B8 To be capable of being conducted and managed for the purposes defined, an integrated set of activities and assets requires two essential elements – inputs and processes applied to those inputs, which together are or will be used to create outputs. However, a business need not include all of the inputs or processes that the seller used in operating that business if market participants are capable of acquiring the business and continuing to produce outputs, for example, by integrating the business with their own inputs and processes.
- B9 The nature of the elements of a business varies by industry and by the structure of an entity's operations (activities), including the entity's stage of development. Established businesses often have many different types of inputs, processes and outputs, whereas new businesses often have few inputs and processes and sometimes only a single output (product). Nearly all businesses also have liabilities, but a business need not have liabilities.
- B10 An integrated set of activities and assets in the development stage might not have outputs. If not, the acquirer should consider other factors to determine whether the set is a business. Those factors include, but are not limited to, whether the set:
- (a) has begun planned principal activities;
 - (b) has employees, intellectual property and other inputs and processes that could be applied to those inputs;
 - (c) is pursuing a plan to produce outputs; and
 - (d) will be able to obtain access to customers that will purchase the outputs.

Not all of those factors need to be present for a particular integrated set of activities and assets in the development stage to qualify as a business.

- B11 Determining whether a particular set of assets and activities is a business should be based on whether the integrated set is capable of being conducted and managed as a business by a market participant. Thus, in evaluating whether a particular set is a business, it is not relevant whether a seller operated the set as a business or whether the acquirer intends to operate the set as a business.
- B12 In the absence of evidence to the contrary, a particular set of assets and activities in which goodwill is present shall be presumed to be a business. However, a business need not have goodwill.

Identifying the acquirer (application of paragraphs 6 and 7)

- B13 The guidance in HKAS 27 *Consolidated and Separate Financial Statements* shall be used to identify the acquirer – the entity that obtains control of the acquiree. If a business combination has occurred but applying the guidance in HKAS 27 does not clearly indicate which of the combining entities is the acquirer, the factors in paragraphs B14 – B18 shall be considered in making that determination.
- B14 In a business combination effected primarily by transferring cash or other assets or by incurring liabilities, the acquirer is usually the entity that transfers the cash or other assets or incurs the liabilities.
- B15 In a business combination effected primarily by exchanging equity interests, the acquirer is usually the entity that issues its equity interests. However, in some business combinations, commonly called ‘reverse acquisitions’, the issuing entity is the acquiree. Paragraphs B19 – B27 provide guidance on accounting for reverse acquisitions. Other pertinent facts and circumstances shall also be considered in identifying the acquirer in a business combination effected by exchanging equity interests, including:
- (a) *the relative voting rights in the combined entity after the business combination* – The acquirer is usually the combining entity whose owners as a group retain or receive the largest portion of the voting rights in the combined entity. In determining which group of owners retains or receives the largest portion of the voting rights, an entity shall consider the existence of any unusual or special voting arrangements and options, warrants or convertible securities.
 - (b) *the existence of a large minority voting interest in the combined entity if no other owner or organised group of owners has a significant voting interest* – The acquirer is usually the combining entity whose single owner or organised group of owners holds the largest minority voting interest in the combined entity.
 - (c) *the composition of the governing body of the combined entity* – The acquirer is usually the combining entity whose owners have the ability to elect or appoint or to remove a majority of the members of the governing body of the combined entity.
 - (d) *the composition of the senior management of the combined entity* – The acquirer is usually the combining entity whose (former) management dominates the management of the combined entity.
 - (e) *the terms of the exchange of equity interests* – The acquirer is usually the combining entity that pays a premium over the pre-combination fair value of the equity interests of the other combining entity or entities.

- B16 The acquirer is usually the combining entity whose relative size (measured in, for example, assets, revenues or profit) is significantly greater than that of the other combining entity or entities.
- B17 In a business combination involving more than two entities, determining the acquirer shall include a consideration of, among other things, which of the combining entities initiated the combination, as well as the relative size of the combining entities.
- B18 A new entity formed to effect a business combination is not necessarily the acquirer. If a new entity is formed to issue equity interests to effect a business combination, one of the combining entities that existed before the business combination shall be identified as the acquirer by applying the guidance in paragraphs B13 – B17. In contrast, a new entity that transfers cash or other assets or incurs liabilities as consideration may be the acquirer.

Reverse acquisitions

- B19 A reverse acquisition occurs when the entity that issues securities (the legal acquirer) is identified as the acquiree for accounting purposes on the basis of the guidance in paragraphs B13 – B18. The entity whose equity interests are acquired (the legal acquiree) must be the acquirer for accounting purposes for the transaction to be considered a reverse acquisition. For example, reverse acquisitions sometimes occur when a private operating entity wants to become a public entity but does not want to register its equity shares. To accomplish that, the private entity will arrange for a public entity to acquire its equity interests in exchange for the equity interests of the public entity. In this example, the public entity is the **legal acquirer** because it issued its equity interests, and the private entity is the **legal acquiree** because its equity interests were acquired. However, application of the guidance in paragraphs B13 – B18 results in identifying:
- (a) the public entity as the **acquiree** for accounting purposes (the accounting acquiree); and
 - (b) the private entity as the **acquirer** for accounting purposes (the accounting acquirer).

The accounting acquiree must meet the definition of a business for the transaction to be accounted for as a reverse acquisition, and all of the recognition and measurement principles in this HKFRS, including the requirement to recognise goodwill, apply.

Measuring the consideration transferred

- B20 In a reverse acquisition, the accounting acquirer usually issues no consideration for the acquiree. Instead, the accounting acquiree usually issues its equity shares to the owners of the accounting acquirer. Accordingly, the acquisition-date fair value of the consideration transferred by the accounting acquirer for its interest in the accounting acquiree is based on the number of equity interests the legal subsidiary would have had to issue to give the owners of the legal parent the same percentage equity interest in the combined entity that results from the reverse acquisition. The fair value of the number of equity interests calculated in that way can be used as the fair value of consideration transferred in exchange for the acquiree.

Preparation and presentation of consolidated financial statements

- B21 Consolidated financial statements prepared following a reverse acquisition are issued under the name of the legal parent (accounting acquiree) but described in the notes as a continuation of the financial statements of the legal subsidiary (accounting acquirer), with one adjustment, which is to adjust retroactively the accounting acquirer's legal capital to reflect the legal capital of the accounting acquiree. That adjustment is required to reflect the capital of the legal parent (the accounting acquiree). Comparative information presented in those consolidated financial statements also is retroactively adjusted to reflect the legal capital of the legal parent (accounting acquiree).

- B22 Because the consolidated financial statements represent the continuation of the financial statements of the legal subsidiary except for its capital structure, the consolidated financial statements reflect:
- (a) the assets and liabilities of the legal subsidiary (the accounting acquirer) recognised and measured at their pre-combination carrying amounts.
 - (b) the assets and liabilities of the legal parent (the accounting acquiree) recognised and measured in accordance with this HKFRS.
 - (c) the retained earnings and other equity balances of the legal subsidiary (accounting acquirer) **before** the business combination.
 - (d) the amount recognised as issued equity interests in the consolidated financial statements determined by adding the issued equity interest of the legal subsidiary (the accounting acquirer) outstanding immediately before the business combination to the fair value of the legal parent (accounting acquiree) determined in accordance with this HKFRS. However, the equity structure (ie the number and type of equity interests issued) reflects the equity structure of the legal parent (the accounting acquiree), including the equity interests the legal parent issued to effect the combination. Accordingly, the equity structure of the legal subsidiary (the accounting acquirer) is restated using the exchange ratio established in the acquisition agreement to reflect the number of shares of the legal parent (the accounting acquiree) issued in the reverse acquisition.
 - (e) the non-controlling interest's proportionate share of the legal subsidiary's (accounting acquirer's) pre-combination carrying amounts of retained earnings and other equity interests as discussed in paragraphs B23 and B24.

Non-controlling interest

- B23 In a reverse acquisition, some of the owners of the legal acquiree (the accounting acquirer) might not exchange their equity interests for equity interests of the legal parent (the accounting acquiree). Those owners are treated as a non-controlling interest in the consolidated financial statements after the reverse acquisition. That is because the owners of the legal acquiree that do not exchange their equity interests for equity interests of the legal acquirer have an interest in only the results and net assets of the legal acquiree—not in the results and net assets of the combined entity. Conversely, even though the legal acquirer is the acquiree for accounting purposes, the owners of the legal acquirer have an interest in the results and net assets of the combined entity.
- B24 The assets and liabilities of the legal acquiree are measured and recognised in the consolidated financial statements at their pre-combination carrying amounts (see paragraph B22(a)). Therefore, in a reverse acquisition the non-controlling interest reflects the non-controlling shareholders' proportionate interest in the pre-combination carrying amounts of the legal acquiree's net assets even if the non-controlling interests in other acquisitions are measured at their fair value at the acquisition date.

Earnings per share

- B25 As noted in paragraph B22(d), the equity structure in the consolidated financial statements following a reverse acquisition reflects the equity structure of the legal acquirer (the accounting acquiree), including the equity interests issued by the legal acquirer to effect the business combination.

- B26 In calculating the weighted average number of ordinary shares outstanding (the denominator of the earnings per share calculation) during the period in which the reverse acquisition occurs:
- (a) the number of ordinary shares outstanding from the beginning of that period to the acquisition date shall be computed on the basis of the weighted average number of ordinary shares of the legal acquiree (accounting acquirer) outstanding during the period multiplied by the exchange ratio established in the merger agreement; and
 - (b) the number of ordinary shares outstanding from the acquisition date to the end of that period shall be the actual number of ordinary shares of the legal acquirer (the accounting acquiree) outstanding during that period.
- B27 The basic earnings per share for each comparative period before the acquisition date presented in the consolidated financial statements following a reverse acquisition shall be calculated by dividing:
- (a) the profit or loss of the legal acquiree attributable to ordinary shareholders in each of those periods by
 - (b) the legal acquiree's historical weighted average number of ordinary shares outstanding multiplied by the exchange ratio established in the acquisition agreement.

Recognising particular assets acquired and liabilities assumed (application of paragraphs 10 – 13)

Operating leases

- B28 The acquirer shall recognise no assets or liabilities related to an operating lease in which the acquiree is the lessee except as required by paragraphs B29 and B30.
- B29 The acquirer shall determine whether the terms of each operating lease in which the acquiree is the lessee are favourable or unfavourable. The acquirer shall recognise an intangible asset if the terms of an operating lease are favourable relative to market terms and a liability if the terms are unfavourable relative to market terms. Paragraph B42 provides guidance on measuring the acquisition-date fair value of assets subject to operating leases in which the acquiree is the lessor.
- B30 An identifiable intangible asset may be associated with an operating lease, which may be evidenced by market participants' willingness to pay a price for the lease even if it is at market terms. For example, a lease of gates at an airport or of retail space in a prime shopping area might provide entry into a market or other future economic benefits that qualify as identifiable intangible assets, for example, as a customer relationship. In that situation, the acquirer shall recognise the associated identifiable intangible asset(s) in accordance with paragraph B31.

Intangible assets

- B31 The acquirer shall recognise, separately from goodwill, the identifiable intangible assets acquired in a business combination. An intangible asset is identifiable if it meets either the separability criterion or the contractual-legal criterion.

- B32 An intangible asset that meets the contractual-legal criterion is identifiable even if the asset is not transferable or separable from the acquiree or from other rights and obligations. For example:
- (a) an acquiree leases a manufacturing facility under an operating lease that has terms that are favourable relative to market terms. The lease terms explicitly prohibit transfer of the lease (through either sale or sublease). The amount by which the lease terms are favourable compared with the terms of current market transactions for the same or similar items is an intangible asset that meets the contractual-legal criterion for recognition separately from goodwill, even though the acquirer cannot sell or otherwise transfer the lease contract.
 - (b) an acquiree owns and operates a nuclear power plant. The licence to operate that power plant is an intangible asset that meets the contractual-legal criterion for recognition separately from goodwill, even if the acquirer cannot sell or transfer it separately from the acquired power plant. An acquirer may recognise the fair value of the operating licence and the fair value of the power plant as a single asset for financial reporting purposes if the useful lives of those assets are similar.
 - (c) an acquiree owns a technology patent. It has licensed that patent to others for their exclusive use outside the domestic market, receiving a specified percentage of future foreign revenue in exchange. Both the technology patent and the related licence agreement meet the contractual-legal criterion for recognition separately from goodwill even if selling or exchanging the patent and the related licence agreement separately from one another would not be practical.
- B33 The separability criterion means that an acquired intangible asset is capable of being separated or divided from the acquiree and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability. An intangible asset that the acquirer would be able to sell, license or otherwise exchange for something else of value meets the separability criterion even if the acquirer does not intend to sell, license or otherwise exchange it. An acquired intangible asset meets the separability criterion if there is evidence of exchange transactions for that type of asset or an asset of a similar type, even if those transactions are infrequent and regardless of whether the acquirer is involved in them. For example, customer and subscriber lists are frequently licensed and thus meet the separability criterion. Even if an acquiree believes its customer lists have characteristics different from other customer lists, the fact that customer lists are frequently licensed generally means that the acquired customer list meets the separability criterion. However, a customer list acquired in a business combination would not meet the separability criterion if the terms of confidentiality or other agreements prohibit an entity from selling, leasing or otherwise exchanging information about its customers.
- B34 An intangible asset that is not individually separable from the acquiree or combined entity meets the separability criterion if it is separable in combination with a related contract, identifiable asset or liability. For example:
- (a) market participants exchange deposit liabilities and related depositor relationship intangible assets in observable exchange transactions. Therefore, the acquirer should recognise the depositor relationship intangible asset separately from goodwill.
 - (b) an acquiree owns a registered trademark and documented but unpatented technical expertise used to manufacture the trademarked product. To transfer ownership of a trademark, the owner is also required to transfer everything else necessary for the new owner to produce a product or service indistinguishable from that produced by the former owner. Because the unpatented technical expertise must be separated from the acquiree or combined entity and sold if the related trademark is sold, it meets the separability criterion.

Reacquired rights

- B35 As part of a business combination, an acquirer may reacquire a right that it had previously granted to the acquiree to use one or more of the acquirer's recognised or unrecognised assets. Examples of such rights include a right to use the acquirer's trade name under a franchise agreement or a right to use the acquirer's technology under a technology licensing agreement. A reacquired right is an identifiable intangible asset that the acquirer recognises separately from goodwill. Paragraph 29 provides guidance on measuring a reacquired right and paragraph 55 provides guidance on the subsequent accounting for a reacquired right.
- B36 If the terms of the contract giving rise to a reacquired right are favourable or unfavourable relative to the terms of current market transactions for the same or similar items, the acquirer shall recognise a settlement gain or loss. Paragraph B52 provides guidance for measuring that settlement gain or loss.

Assembled workforce and other items that are not identifiable

- B37 The acquirer subsumes into goodwill the value of an acquired intangible asset that is not identifiable as of the acquisition date. For example, an acquirer may attribute value to the existence of an assembled workforce, which is an existing collection of employees that permits the acquirer to continue to operate an acquired business from the acquisition date. An assembled workforce does not represent the intellectual capital of the skilled workforce—the (often specialised) knowledge and experience that employees of an acquiree bring to their jobs. Because the assembled workforce is not an identifiable asset to be recognised separately from goodwill, any value attributed to it is subsumed into goodwill.
- B38 The acquirer also subsumes into goodwill any value attributed to items that do not qualify as assets at the acquisition date. For example, the acquirer might attribute value to potential contracts the acquiree is negotiating with prospective new customers at the acquisition date. Because those potential contracts are not themselves assets at the acquisition date, the acquirer does not recognise them separately from goodwill. The acquirer should not subsequently reclassify the value of those contracts from goodwill for events that occur after the acquisition date. However, the acquirer should assess the facts and circumstances surrounding events occurring shortly after the acquisition to determine whether a separately recognisable intangible asset existed at the acquisition date.
- B39 After initial recognition, an acquirer accounts for intangible assets acquired in a business combination in accordance with the provisions of HKAS 38 *Intangible Assets*. However, as described in paragraph 3 of HKAS 38, the accounting for some acquired intangible assets after initial recognition is prescribed by other HKFRSs.
- B40 The identifiability criteria determine whether an intangible asset is recognised separately from goodwill. However, the criteria neither provide guidance for measuring the fair value of an intangible asset nor restrict the assumptions used in estimating the fair value of an intangible asset. For example, the acquirer would take into account assumptions that market participants would consider, such as expectations of future contract renewals, in measuring fair value. It is not necessary for the renewals themselves to meet the identifiability criteria. (However, see paragraph 29, which establishes an exception to the fair value measurement principle for reacquired rights recognised in a business combination.) Paragraphs 36 and 37 of HKAS 38 provide guidance for determining whether intangible assets should be combined into a single unit of account with other intangible or tangible assets.

Measuring the fair value of particular identifiable assets and a non-controlling interest in an acquiree (application of paragraphs 18 and 19)

Assets with uncertain cash flows (valuation allowances)

- B41 The acquirer shall not recognise a separate valuation allowance as of the acquisition date for assets acquired in a business combination that are measured at their acquisition-date fair values because the effects of uncertainty about future cash flows are included in the fair value measure. For example, because this HKFRS requires the acquirer to measure acquired receivables, including loans, at their acquisition-date fair values, the acquirer does not recognise a separate valuation allowance for the contractual cash flows that are deemed to be uncollectible at that date.

Assets subject to operating leases in which the acquiree is the lessor

- B42 In measuring the acquisition-date fair value of an asset such as a building or a patent that is subject to an operating lease in which the acquiree is the lessor, the acquirer shall take into account the terms of the lease. In other words, the acquirer does not recognise a separate asset or liability if the terms of an operating lease are either favourable or unfavourable when compared with market terms as paragraph B29 requires for leases in which the acquiree is the lessee.

Assets that the acquirer intends not to use or to use in a way that is different from the way other market participants would use them

- B43 For competitive or other reasons, the acquirer may intend not to use an acquired asset, for example, a research and development intangible asset, or it may intend to use the asset in a way that is different from the way in which other market participants would use it. Nevertheless, the acquirer shall measure the asset at fair value determined in accordance with its use by other market participants.

Non-controlling interest in an acquiree

- B44 This HKFRS allows the acquirer to measure a non-controlling interest in the acquiree at its fair value at the acquisition date. Sometimes an acquirer will be able to measure the acquisition-date fair value of a non-controlling interest on the basis of active market prices for the equity shares not held by the acquirer. In other situations, however, an active market price for the equity shares will not be available. In those situations, the acquirer would measure the fair value of the non-controlling interest using other valuation techniques.
- B45 The fair values of the acquirer's interest in the acquiree and the non-controlling interest on a per-share basis might differ. The main difference is likely to be the inclusion of a control premium in the per-share fair value of the acquirer's interest in the acquiree or, conversely, the inclusion of a discount for lack of control (also referred to as a minority discount) in the per-share fair value of the non-controlling interest.

Measuring goodwill or a gain from a bargain purchase

Measuring the acquisition-date fair value of the acquirer's interest in the acquiree using valuation techniques (application of paragraph 33)

- B46 In a business combination achieved without the transfer of consideration, the acquirer must substitute the acquisition-date fair value of its interest in the acquiree for the acquisition-date fair value of the consideration transferred to measure goodwill or a gain on a bargain purchase (see paragraphs 32 – 34). The acquirer should measure the acquisition-date fair value of its interest in the acquiree using one or more valuation techniques that are appropriate in the circumstances and for which sufficient data are

available. If more than one valuation technique is used, the acquirer should evaluate the results of the techniques, considering the relevance and reliability of the inputs used and the extent of the available data.

Special considerations in applying the acquisition method to combinations of mutual entities (application of paragraph 33)

- B47 When two mutual entities combine, the fair value of the equity or member interests in the acquiree (or the fair value of the acquiree) may be more reliably measurable than the fair value of the member interests transferred by the acquirer. In that situation, paragraph 33 requires the acquirer to determine the amount of goodwill by using the acquisition-date fair value of the acquiree's equity interests instead of the acquisition-date fair value of the acquirer's equity interests transferred as consideration. In addition, the acquirer in a combination of mutual entities shall recognise the acquiree's net assets as a direct addition to capital or equity in its statement of financial position, not as an addition to retained earnings, which is consistent with the way in which other types of entities apply the acquisition method.
- B48 Although they are similar in many ways to other businesses, mutual entities have distinct characteristics that arise primarily because their members are both customers and owners. Members of mutual entities generally expect to receive benefits for their membership, often in the form of reduced fees charged for goods and services or patronage dividends. The portion of patronage dividends allocated to each member is often based on the amount of business the member did with the mutual entity during the year.
- B49 A fair value measurement of a mutual entity should include the assumptions that market participants would make about future member benefits as well as any other relevant assumptions market participants would make about the mutual entity. For example, an estimated cash flow model may be used to determine the fair value of a mutual entity. The cash flows used as inputs to the model should be based on the expected cash flows of the mutual entity, which are likely to reflect reductions for member benefits, such as reduced fees charged for goods and services.

Determining what is part of the business combination transaction (application of paragraphs 51 and 52)

- B50 The acquirer should consider the following factors, which are neither mutually exclusive nor individually conclusive, to determine whether a transaction is part of the exchange for the acquiree or whether the transaction is separate from the business combination:
- (a) **the reasons for the transaction** – Understanding the reasons why the parties to the combination (the acquirer and the acquiree and their owners, directors and managers – and their agents) entered into a particular transaction or arrangement may provide insight into whether it is part of the consideration transferred and the assets acquired or liabilities assumed. For example, if a transaction is arranged primarily for the benefit of the acquirer or the combined entity rather than primarily for the benefit of the acquiree or its former owners before the combination, that portion of the transaction price paid (and any related assets or liabilities) is less likely to be part of the exchange for the acquiree. Accordingly, the acquirer would account for that portion separately from the business combination.
 - (b) **who initiated the transaction** – Understanding who initiated the transaction may also provide insight into whether it is part of the exchange for the acquiree. For example, a transaction or other event that is initiated by the acquirer may be entered into for the purpose of providing future economic benefits to the acquirer or combined entity with little or no benefit received by the acquiree or its former owners

before the combination. On the other hand, a transaction or arrangement initiated by the acquiree or its former owners is less likely to be for the benefit of the acquirer or the combined entity and more likely to be part of the business combination transaction.

- (c) **the timing of the transaction** – The timing of the transaction may also provide insight into whether it is part of the exchange for the acquiree. For example, a transaction between the acquirer and the acquiree that takes place during the negotiations of the terms of a business combination may have been entered into in contemplation of the business combination to provide future economic benefits to the acquirer or the combined entity. If so, the acquiree or its former owners before the business combination are likely to receive little or no benefit from the transaction except for benefits they receive as part of the combined entity.

Effective settlement of a pre-existing relationship between the acquirer and acquiree in a business combination (application of paragraph 52(a))

B51 The acquirer and acquiree may have a relationship that existed before they contemplated the business combination, referred to here as a 'pre-existing relationship'. A pre-existing relationship between the acquirer and acquiree may be contractual (for example, vendor and customer or licensor and licensee) or non-contractual (for example, plaintiff and defendant).

B52 If the business combination in effect settles a pre-existing relationship, the acquirer recognises a gain or loss, measured as follows:

- (a) for a pre-existing non-contractual relationship (such as a lawsuit), fair value.
- (b) for a pre-existing contractual relationship, the lesser of (i) and (ii):
- (i) the amount by which the contract is favourable or unfavourable from the perspective of the acquirer when compared with terms for current market transactions for the same or similar items. (An unfavourable contract is a contract that is unfavourable in terms of current market terms. It is not necessarily an onerous contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.)
- (ii) the amount of any stated settlement provisions in the contract available to the counterparty to whom the contract is unfavourable.

If (ii) is less than (i), the difference is included as part of the business combination accounting.

The amount of gain or loss recognised may depend in part on whether the acquirer had previously recognised a related asset or liability, and the reported gain or loss therefore may differ from the amount calculated by applying the above requirements.

B53 A pre-existing relationship may be a contract that the acquirer recognises as a reacquired right. If the contract includes terms that are favourable or unfavourable when compared with pricing for current market transactions for the same or similar items, the acquirer recognises, separately from the business combination, a gain or loss for the effective settlement of the contract, measured in accordance with paragraph B52.

Arrangements for contingent payments to employees or selling shareholders (application of paragraph 52(b))

- B54 Whether arrangements for contingent payments to employees or selling shareholders are contingent consideration in the business combination or are separate transactions depends on the nature of the arrangements. Understanding the reasons why the acquisition agreement includes a provision for contingent payments, who initiated the arrangement and when the parties entered into the arrangement may be helpful in assessing the nature of the arrangement.
- B55 If it is not clear whether an arrangement for payments to employees or selling shareholders is part of the exchange for the acquiree or is a transaction separate from the business combination, the acquirer should consider the following indicators:
- (a) *Continuing employment* – The terms of continuing employment by the selling shareholders who become key employees may be an indicator of the substance of a contingent consideration arrangement. The relevant terms of continuing employment may be included in an employment agreement, acquisition agreement or some other document. A contingent consideration arrangement in which the payments are automatically forfeited if employment terminates is remuneration for post-combination services. Arrangements in which the contingent payments are not affected by employment termination may indicate that the contingent payments are additional consideration rather than remuneration.
 - (b) *Duration of continuing employment* – If the period of required employment coincides with or is longer than the contingent payment period, that fact may indicate that the contingent payments are, in substance, remuneration.
 - (c) *Level of remuneration* – Situations in which employee remuneration other than the contingent payments is at a reasonable level in comparison with that of other key employees in the combined entity may indicate that the contingent payments are additional consideration rather than remuneration.
 - (d) *Incremental payments to employees* – If selling shareholders who do not become employees receive lower contingent payments on a per-share basis than the selling shareholders who become employees of the combined entity, that fact may indicate that the incremental amount of contingent payments to the selling shareholders who become employees is remuneration.
 - (e) *Number of shares owned* – The relative number of shares owned by the selling shareholders who remain as key employees may be an indicator of the substance of the contingent consideration arrangement. For example, if the selling shareholders who owned substantially all of the shares in the acquiree continue as key employees, that fact may indicate that the arrangement is, in substance, a profit-sharing arrangement intended to provide remuneration for post-combination services. Alternatively, if selling shareholders who continue as key employees owned only a small number of shares of the acquiree and all selling shareholders receive the same amount of contingent consideration on a per-share basis, that fact may indicate that the contingent payments are additional consideration. The pre-acquisition ownership interests held by parties related to selling shareholders who continue as key employees, such as family members, should also be considered.
 - (f) *Linkage to the valuation* – If the initial consideration transferred at the acquisition date is based on the low end of a range established in the valuation of the acquiree and the contingent formula relates to that valuation approach, that fact may suggest that the contingent payments are additional consideration. Alternatively, if the contingent payment formula is consistent with prior profit-sharing arrangements, that fact may suggest that the substance of the arrangement is to provide remuneration.

- (g) *Formula for determining consideration* – The formula used to determine the contingent payment may be helpful in assessing the substance of the arrangement. For example, if a contingent payment is determined on the basis of a multiple of earnings, that might suggest that the obligation is contingent consideration in the business combination and that the formula is intended to establish or verify the fair value of the acquiree. In contrast, a contingent payment that is a specified percentage of earnings might suggest that the obligation to employees is a profit-sharing arrangement to remunerate employees for services rendered.
- (h) *Other agreements and issues* – The terms of other arrangements with selling shareholders (such as agreements not to compete, executory contracts, consulting contracts and property lease agreements) and the income tax treatment of contingent payments may indicate that contingent payments are attributable to something other than consideration for the acquiree. For example, in connection with the acquisition, the acquirer might enter into a property lease arrangement with a significant selling shareholder. If the lease payments specified in the lease contract are significantly below market, some or all of the contingent payments to the lessor (the selling shareholder) required by a separate arrangement for contingent payments might be, in substance, payments for the use of the leased property that the acquirer should recognise separately in its post-combination financial statements. In contrast, if the lease contract specifies lease payments that are consistent with market terms for the leased property, the arrangement for contingent payments to the selling shareholder may be contingent consideration in the business combination.

Acquirer share-based payment awards exchanged for awards held by the acquiree's employees (application of paragraph 52(b))

B56 An acquirer may exchange its share-based payment awards (replacement awards) for awards held by employees of the acquiree. Exchanges of share options or other share-based payment awards in conjunction with a business combination are accounted for as modifications of share-based payment awards in accordance with HKFRS 2 *Share-based Payment*. If the acquirer is obliged to replace the acquiree awards, either all or a portion of the market-based measure of the acquirer's replacement awards shall be included in measuring the consideration transferred in the business combination. The acquirer is obliged to replace the acquiree awards if the acquiree or its employees have the ability to enforce replacement. For example, for the purposes of applying this requirement, the acquirer is obliged to replace the acquiree's awards if replacement is required by:

- (a) the terms of the acquisition agreement;
- (b) the terms of the acquiree's awards; or
- (c) applicable laws or regulations.

In some situations, acquiree awards may expire as a consequence of a business combination. If the acquirer replaces those awards even though it is not obliged to do so, all of the market-based measure of the replacement awards shall be recognised as remuneration cost in the post-combination financial statements. That is to say, none of the market-based measure of those awards shall be included in measuring the consideration transferred in the business combination.

- B57 To determine the portion of a replacement award that is part of the consideration transferred for the acquiree and the portion that is remuneration for post-combination service, the acquirer shall measure both the replacement awards granted by the acquirer and the acquiree awards as of the acquisition date in accordance with HKFRS 2. The portion of the market-based measure of the replacement award that is part of the consideration transferred in exchange for the acquiree equals the portion of the acquiree award that is attributable to pre-combination service.
- B58 The portion of the replacement award attributable to pre-combination service is the market-based measure of the acquiree award multiplied by the ratio of the portion of the vesting period completed to the greater of the total vesting period or the original vesting period of the acquiree award. The vesting period is the period during which all the specified vesting conditions are to be satisfied. Vesting conditions are defined in HKFRS 2.
- B59 The portion of a non-vested replacement award attributable to post-combination service, and therefore recognised as remuneration cost in the post-combination financial statements, equals the total market-based measure of the replacement award less the amount attributed to pre-combination service. Therefore, the acquirer attributes any excess of the market-based measure of the replacement award over the market-based measure of the acquiree award to post-combination service and recognises that excess as remuneration cost in the post-combination financial statements. The acquirer shall attribute a portion of a replacement award to post-combination service if it requires post-combination service, regardless of whether employees had rendered all of the service required for their acquiree awards to vest before the acquisition date.
- B60 The portion of a non-vested replacement award attributable to pre-combination service, as well as the portion attributable to post-combination service, shall reflect the best available estimate of the number of replacement awards expected to vest. For example, if the market-based measure of the portion of a replacement award attributed to pre-combination service is CU100 and the acquirer expects that only 95 per cent of the award will vest, the amount included in consideration transferred in the business combination is CU95. Changes in the estimated number of replacement awards expected to vest are reflected in remuneration cost for the periods in which the changes or forfeitures occur not as adjustments to the consideration transferred in the business combination. Similarly, the effects of other events, such as modifications or the ultimate outcome of awards with performance conditions, that occur after the acquisition date are accounted for in accordance with HKFRS 2 in determining remuneration cost for the period in which an event occurs.
- B61 The same requirements for determining the portions of a replacement award attributable to pre-combination and post-combination service apply regardless of whether a replacement award is classified as a liability or as an equity instrument in accordance with the provisions of HKFRS 2. All changes in the market-based measure of awards classified as liabilities after the acquisition date and the related income tax effects are recognised in the acquirer's post-combination financial statements in the period(s) in which the changes occur.
- B62 The income tax effects of replacement awards of share-based payments shall be recognised in accordance with the provisions of HKAS 12 *Income Taxes*.

Other HKFRSs that provide guidance on subsequent measurement and accounting (application of paragraph 54)

- B63 Examples of other HKFRSs that provide guidance on subsequently measuring and accounting for assets acquired and liabilities assumed or incurred in a business combination include:

- (a) HKAS 38 prescribes the accounting for identifiable intangible assets acquired in a business combination. The acquirer measures goodwill at the amount recognised at the acquisition date less any accumulated impairment losses. HKAS 36 *Impairment of Assets* prescribes the accounting for impairment losses.
- (b) HKFRS 4 *Insurance Contracts* provides guidance on the subsequent accounting for an insurance contract acquired in a business combination.
- (c) HKAS 12 prescribes the subsequent accounting for deferred tax assets (including unrecognised deferred tax assets) and liabilities acquired in a business combination.
- (d) HKFRS 2 provides guidance on subsequent measurement and accounting for the portion of replacement share-based payment awards issued by an acquirer that is attributable to employees' future services.
- (e) HKAS 27 (as amended in 2008) provides guidance on accounting for changes in a parent's ownership interest in a subsidiary after control is obtained.

Disclosures (application of paragraphs 59 and 61)

- B64 To meet the objective in paragraph 59, the acquirer shall disclose the following information for each business combination that occurs during the reporting period:
- (a) the name and a description of the acquiree.
 - (b) the acquisition date.
 - (c) the percentage of voting equity interests acquired.
 - (d) the primary reasons for the business combination and a description of how the acquirer obtained control of the acquiree.
 - (e) a qualitative description of the factors that make up the goodwill recognised, such as expected synergies from combining operations of the acquiree and the acquirer, intangible assets that do not qualify for separate recognition or other factors.
 - (f) the acquisition-date fair value of the total consideration transferred and the acquisition-date fair value of each major class of consideration, such as:
 - (i) cash;
 - (ii) other tangible or intangible assets, including a business or subsidiary of the acquirer;
 - (iii) liabilities incurred, for example, a liability for contingent consideration; and
 - (iv) equity interests of the acquirer, including the number of instruments or interests issued or issuable and the method of determining the fair value of those instruments or interests.
 - (g) for contingent consideration arrangements and indemnification assets:
 - (i) the amount recognised as of the acquisition date;
 - (ii) a description of the arrangement and the basis for determining the amount of the payment; and

- (iii) an estimate of the range of outcomes (undiscounted) or, if a range cannot be estimated, that fact and the reasons why a range cannot be estimated. If the maximum amount of the payment is unlimited, the acquirer shall disclose that fact.
- (h) for acquired receivables:
- (i) the fair value of the receivables;
 - (ii) the gross contractual amounts receivable; and
 - (iii) the best estimate at the acquisition date of the contractual cash flows not expected to be collected.

The disclosures shall be provided by major class of receivable, such as loans, direct finance leases and any other class of receivables.

- (i) the amounts recognised as of the acquisition date for each major class of assets acquired and liabilities assumed.
- (j) for each contingent liability recognised in accordance with paragraph 23, the information required in paragraph 85 of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*. If a contingent liability is not recognised because its fair value cannot be measured reliably, the acquirer shall disclose:
 - (i) the information required by paragraph 86 of HKAS 37; and
 - (ii) the reasons why the liability cannot be measured reliably.
- (k) the total amount of goodwill that is expected to be deductible for tax purposes.
- (l) for transactions that are recognised separately from the acquisition of assets and assumption of liabilities in the business combination in accordance with paragraph 51:
 - (i) a description of each transaction;
 - (ii) how the acquirer accounted for each transaction;
 - (iii) the amounts recognised for each transaction and the line item in the financial statements in which each amount is recognised; and
 - (iv) if the transaction is the effective settlement of a pre-existing relationship, the method used to determine the settlement amount.
- (m) the disclosure of separately recognised transactions required by (l) shall include the amount of acquisition-related costs and, separately, the amount of those costs recognised as an expense and the line item or items in the statement of comprehensive income in which those expenses are recognised. The amount of any issue costs not recognised as an expense and how they were recognised shall also be disclosed.
- (n) in a bargain purchase (see paragraphs 34 – 36):
 - (i) the amount of any gain recognised in accordance with paragraph 34 and the line item in the statement of comprehensive income in which the gain is recognised; and
 - (ii) a description of the reasons why the transaction resulted in a gain.

- (o) for each business combination in which the acquirer holds less than 100 per cent of the equity interests in the acquiree at the acquisition date:
 - (i) the amount of the non-controlling interest in the acquiree recognised at the acquisition date and the measurement basis for that amount; and
 - (ii) for each non-controlling interest in an acquiree measured at fair value, the valuation techniques and key model inputs used for determining that value.
- (p) in a business combination achieved in stages:
 - (i) the acquisition-date fair value of the equity interest in the acquiree held by the acquirer immediately before the acquisition date; and
 - (ii) the amount of any gain or loss recognised as a result of remeasuring to fair value the equity interest in the acquiree held by the acquirer before the business combination (see paragraph 42) and the line item in the statement of comprehensive income in which that gain or loss is recognised.
- (q) the following information:
 - (i) the amounts of revenue and profit or loss of the acquiree since the acquisition date included in the consolidated statement of comprehensive income for the reporting period; and
 - (ii) the revenue and profit or loss of the combined entity for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period.

If disclosure of any of the information required by this subparagraph is impracticable, the acquirer shall disclose that fact and explain why the disclosure is impracticable. This HKFRS uses the term 'impracticable' with the same meaning as in HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*.

- B65 For individually immaterial business combinations occurring during the reporting period that are material collectively, the acquirer shall disclose in aggregate the information required by paragraph B64(e) – (q).
- B66 If the acquisition date of a business combination is after the end of the reporting period but before the financial statements are authorised for issue, the acquirer shall disclose the information required by paragraph B64 unless the initial accounting for the business combination is incomplete at the time the financial statements are authorised for issue. In that situation, the acquirer shall describe which disclosures could not be made and the reasons why they cannot be made.
- B67 To meet the objective in paragraph 61, the acquirer shall disclose the following information for each material business combination or in the aggregate for individually immaterial business combinations that are material collectively:
 - (a) if the initial accounting for a business combination is incomplete (see paragraph 45) for particular assets, liabilities, non-controlling interests or items of consideration and the amounts recognised in the financial statements for the business combination thus have been determined only provisionally:
 - (i) the reasons why the initial accounting for the business combination is incomplete;
 - (ii) the assets, liabilities, equity interests or items of consideration for which the initial accounting is incomplete; and

- (iii) the nature and amount of any measurement period adjustments recognised during the reporting period in accordance with paragraph 49.
- (b) for each reporting period after the acquisition date until the entity collects, sells or otherwise loses the right to a contingent consideration asset, or until the entity settles a contingent consideration liability or the liability is cancelled or expires:
 - (i) any changes in the recognised amounts, including any differences arising upon settlement;
 - (ii) any changes in the range of outcomes (undiscounted) and the reasons for those changes; and
 - (iii) the valuation techniques and key model inputs used to measure contingent consideration.
- (c) or contingent liabilities recognised in a business combination, the acquirer shall disclose the information required by paragraphs 84 and 85 of HKAS 37 for each class of provision.
- (d) reconciliation of the carrying amount of goodwill at the beginning and end of the reporting period showing separately:
 - (i) the gross amount and accumulated impairment losses at the beginning of the reporting period.
 - (ii) additional goodwill recognised during the reporting period, except goodwill included in a disposal group that, on acquisition, meets the criteria to be classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.
 - (iii) adjustments resulting from the subsequent recognition of deferred tax assets during the reporting period in accordance with paragraph 67.
 - (iv) goodwill included in a disposal group classified as held for sale in accordance with HKFRS 5 and goodwill derecognised during the reporting period without having previously been included in a disposal group classified as held for sale.
 - (v) impairment losses recognised during the reporting period in accordance with HKAS 36. (HKAS 36 requires disclosure of information about the recoverable amount and impairment of goodwill in addition to this requirement.)
 - (vi) net exchange rate differences arising during the reporting period in accordance with HKAS 21 *The Effects of Changes in Foreign Exchange Rates*.
 - (vii) any other changes in the carrying amount during the reporting period.
 - (viii) the gross amount and accumulated impairment losses at the end of the reporting period.
- (e) the amount and an explanation of any gain or loss recognised in the current reporting period that both:
 - (i) relates to the identifiable assets acquired or liabilities assumed in a business combination that was effected in the current or previous reporting period; and
 - (ii) is of such a size, nature or incidence that disclosure is relevant to understanding the combined entity's financial statements.

Transitional provisions for business combinations involving only mutual entities or by contract alone (application of paragraph 66)

- B68 Paragraph 64 provides that this HKFRS applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. Earlier application is permitted. However, an entity shall apply this HKFRS only at the beginning of an annual reporting period that begins on or after 30 June 2007. If an entity applies this HKFRS before its effective date, the entity shall disclose that fact and shall apply HKAS 27 (as amended in 2008) at the same time.
- B69 The requirement to apply this HKFRS prospectively has the following effect for a business combination involving only mutual entities or by contract alone if the acquisition date for that business combination is before the application of this HKFRS:
- (a) *Classification* – An entity shall continue to classify the prior business combination in accordance with the entity’s previous accounting policies for such combinations.
 - (b) *Previously recognised goodwill* – At the beginning of the first annual period in which this HKFRS is applied, the carrying amount of goodwill arising from the prior business combination shall be its carrying amount at that date in accordance with the entity’s previous accounting policies. In determining that amount, the entity shall eliminate the carrying amount of any accumulated amortisation of that goodwill and the corresponding decrease in goodwill. No other adjustments shall be made to the carrying amount of goodwill.
 - (c) *Goodwill previously recognised as a deduction from equity* – The entity’s previous accounting policies may have resulted in goodwill arising from the prior business combination being recognised as a deduction from equity. In that situation the entity shall not recognise that goodwill as an asset at the beginning of the first annual period in which this HKFRS is applied. Furthermore, the entity shall not recognise in profit or loss any part of that goodwill when it disposes of all or part of the business to which that goodwill relates or when a cash-generating unit to which the goodwill relates becomes impaired.
 - (d) *Subsequent accounting for goodwill* – From the beginning of the first annual period in which this HKFRS is applied, an entity shall discontinue amortising goodwill arising from the prior business combination and shall test goodwill for impairment in accordance with HKAS 36.
 - (e) *Previously recognised negative goodwill* – An entity that accounted for the prior business combination by applying the purchase method may have recognised a deferred credit for an excess of its interest in the net fair value of the acquiree’s identifiable assets and liabilities over the cost of that interest (sometimes called negative goodwill). If so, the entity shall derecognise the carrying amount of that deferred credit at the beginning of the first annual period in which this HKFRS is applied with a corresponding adjustment to the opening balance of retained earnings at that date.

Appendix C

Amendments to other HKFRSs

The amendments in this appendix shall be applied for annual reporting periods beginning on or after 1 July 2009. If an entity applies this HKFRS for an earlier period, these amendments shall be applied for that earlier period. In amended paragraphs, deleted text is struck through and new text is underlined.

* * *

The amendments contained in this appendix when this Standard was issued have been incorporated into the relevant Standards.

Appendix D

Comparison with International Accounting Standards

This comparison appendix, which was prepared in March 2008 and deals only with significant differences in the standards extant, is produced for information only and does not form part of the standards in HKFRS 3.

The International Financial Reporting Standard comparable with HKFRS 3 is IFRS 3 *Business Combinations*.

There are no major textual differences between HKFRS 3 and IFRS 3.

*Basis for Conclusions on
Hong Kong Financial Reporting Standard 3 (Revised)*

Business Combinations



Hong Kong Institute of
Certified Public Accountants
香港會計師公會

Basis for Conclusions

HKFRS 3 *Business Combinations*

HKFRS 3 is based on IFRS 3 *Business Combinations*. In approving HKFRS 3, the Council of the Hong Kong Institute of Certified Public Accountants considered and agreed with the IASB's Basis for Conclusions on IFRS 3. Accordingly, there are no significant differences between HKFRS 3 and IFRS 3. The IASB's Basis for Conclusions is reproduced below. The paragraph numbers of IFRS 3 referred to below generally correspond with those in HKFRS 3.

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BASIS FOR CONCLUSIONS ON IFRS 3 *BUSINESS COMBINATIONS*

This Basis for Conclusions and its appendix accompany, but are not part of, IFRS 3.

Background information

In 2001 the International Accounting Standards Board began a project to review IAS 22 *Business Combinations* (revised in 1998) as part of its initial agenda, with the objective of improving the quality of, and seeking international convergence on, the accounting for business combinations. The Board decided to address the accounting for business combinations in two phases.

As part of the first phase, the Board published in December 2002 ED 3 *Business Combinations*, together with an exposure draft of proposed related amendments to IAS 36 *Impairment of Assets* and IAS 38 *Intangible Assets*, with a comment deadline of 4 April 2003. The Board received 136 comment letters.

The Board concluded the first phase in March 2004 by issuing simultaneously IFRS 3 *Business Combinations* and revised versions of IAS 36 and IAS 38. The Board's primary conclusion in the first phase was that virtually all business combinations are acquisitions. Accordingly, the Board decided to require the use of one method of accounting for business combinations—the acquisition method.

The US Financial Accounting Standards Board (FASB) also conducted a project on business combinations in multiple phases. The FASB concluded its first phase in June 2001 by issuing FASB Statements No. 141 *Business Combinations* (SFAS 141) and No. 142 *Goodwill and Other Intangible Assets*. The scope of that first phase was similar to IFRS 3 and the FASB reached similar conclusions on the major issues.

The two boards began deliberating the second phase of their projects at about the same time. They decided that a significant improvement could be made to financial reporting if they had similar standards for accounting for business combinations. They therefore agreed to conduct the second phase of the project as a joint effort with the objective of reaching the same conclusions.

The second phase of the project addressed the guidance for applying the acquisition method. In June 2005 the boards published an exposure draft of revisions to IFRS 3 and SFAS 141, together with exposure drafts of related amendments to IAS 27 *Consolidated and Separate Financial Statements* and Accounting Research Bulletin No. 51 *Consolidated Financial Statements*, with a comment deadline of 28 October 2005. The boards received more than 280 comment letters.

The boards concluded the second phase of the project by issuing their revised standards, IFRS 3 *Business Combinations* (as revised in 2008) and FASB Statement No. 141 (revised 2007) *Business Combinations* and the related amendments to IAS 27 and FASB Statement No. 160 *Noncontrolling Interests in Consolidated Financial Statements*.

Introduction

- BC1 This Basis for Conclusions summarises the considerations of the International Accounting Standards Board (IASB) and the US Financial Accounting Standards Board (FASB) in reaching the conclusions in their revised standards, IFRS 3 *Business Combinations* (as revised in 2008) and FASB Statement No. 141 (revised 2007) *Business Combinations* (SFAS 141(R)). It includes the reasons why each board accepted particular approaches and rejected others. Individual board members gave greater weight to some factors than to others.
- BC2 The revised IFRS 3 and SFAS 141(R) carry forward without reconsideration the primary conclusions each board reached in IFRS 3 (issued in 2004) and FASB Statement No. 141 (SFAS 141, issued in 2001), both of which were titled *Business Combinations*. The conclusions carried forward include, among others, the requirement to apply the *purchase method* (which the revised standards refer to as the *acquisition method*) to account for all business combinations and the identifiability criteria for recognising an intangible asset separately from goodwill. This Basis for Conclusions includes the reasons for those conclusions, as well as the reasons for the conclusions the boards reached in their joint deliberations that led to the revised standards. Because the provisions of the revised standards on applying the acquisition method represent a more extensive change to SFAS 141 than to the previous version of IFRS 3, this Basis for Conclusions includes more discussion of the FASB's conclusions than of the IASB's in the second phase of their respective business combinations projects.
- BC3 In discussing the boards' consideration of comments on exposure drafts, this Basis for Conclusions refers to the exposure draft that preceded the previous version of IFRS 3 as *ED 3* and to the one that preceded SFAS 141 as the *1999 Exposure Draft*; it refers to the joint exposure draft that preceded the revised standards as the *2005 Exposure Draft*. Other exposure drafts published by each board in developing IFRS 3 or SFAS 141 are explained in the context of the issues they addressed. As used in this Basis for Conclusions, *the revised IFRS 3*, *SFAS 141(R)* and *the revised standards* refer to the revised versions of IFRS 3 and SFAS 141; references to *IFRS 3* and *SFAS 141* are to the original versions of those standards.
- BC4 The IASB and the FASB concurrently deliberated the issues in the second phase of the project and reached the same conclusions on most of them. The table of differences between the revised IFRS 3 and SFAS 141(R) (presented after the illustrative examples) describes the substantive differences that remain; the most significant difference is the measurement of a non-controlling interest in an acquiree (see paragraphs BC205–BC221). In addition, the application of some provisions of the revised standards on which the boards reached the same conclusions may differ because of differences in:
- (a) other accounting standards of the boards to which the revised standards refer. For example, recognition and measurement requirements for a few particular assets acquired (eg a deferred tax asset) and liabilities assumed (eg an employee benefit obligation) refer to existing IFRSs or US generally accepted accounting principles (GAAP) rather than fair value measures.
 - (b) disclosure practices of the boards. For example, the FASB requires particular supplementary information or particular disclosures by public entities only. The IASB has no similar requirements for supplementary information and does not distinguish between listed and unlisted entities.
 - (c) particular transition provisions for changes to past accounting practices of US and non-US companies that previously differed.

Definition of a business combination

- BC5 The FASB's 1999 Exposure Draft proposed that a *business combination* should be defined as occurring when one entity acquires net assets that constitute a business or acquires equity interests in one or more other entities and thereby obtains control over that entity or entities. Many respondents who commented on the proposed definition said that it would exclude certain transactions covered by APB Opinion No. 16 *Business Combinations* (APB Opinion 16), in particular, transactions in which none of the former shareholder groups of the combining entities obtained control over the combined entity (such as roll-ups, put-togethers and so-called mergers of equals). During its redeliberations of the 1999 Exposure Draft, the FASB concluded that those transactions should be included in the definition of a business combination and in the scope of SFAS 141. Therefore, paragraph 10 of SFAS 141 indicated that it also applied to business combinations in which none of the owners of the combining entities as a group retain or receive a majority of the voting rights of the combined entity. However, the FASB acknowledged at that time that some of those business combinations might not be acquisitions and said that it intended to consider in another project whether business combinations that are not acquisitions should be accounted for using the fresh start method rather than the purchase method.
- BC6 IFRS 3 defined a business combination as 'the bringing together of separate entities or businesses into one reporting entity.' In developing IFRS 3, the IASB considered adopting the definition of a business combination in SFAS 141. It did not do so because that definition excluded some forms of combinations encompassed in IAS 22 *Business Combinations* (which IFRS 3 replaced), such as those described in paragraph BC5 in which none of the former shareholder groups of the combining entities obtained control over the combined entity. Accordingly, IFRS 3 essentially retained the definition of a business combination from IAS 22.
- BC7 The definition of a business combination was an item of divergence between IFRS 3 and SFAS 141. In addition, the definition in SFAS 141 excluded combinations in which control is obtained by means other than acquiring net assets or equity interests. An objective of the second phase of the FASB's project leading to SFAS 141(R) was to reconsider whether the accounting for a change in control resulting in the acquisition of a business should differ because of the way in which control is obtained.
- BC8 The FASB considered several alternatives for improving the definition of a business combination, including adopting the definition of a business combination in IFRS 3. That definition would encompass all transactions or other events that are within the scope of the revised standards. The FASB concluded, however, that the definition of a business combination in IFRS 3 was too broad for its purposes because it would allow for the inclusion in a business combination of one or more businesses that the acquirer does not control.
- BC9 Because the FASB considers all changes of control in which an entity acquires a business to be economically similar transactions or events, it decided to expand the definition of a business combination to include all transactions or other events in which an entity obtains control of a business. Application of the expanded definition will improve the consistency of accounting guidance and the relevance, completeness and comparability of the resulting information about the assets, liabilities and activities of an acquired business.
- BC10 The IASB also reconsidered the definition of a business combination. The result was that the IASB and the FASB adopted the same definition. The IASB observed that the IFRS 3 definition could be read to include circumstances in which there may be no triggering economic event or transaction and thus no change in an economic entity, per se. For example, under the IFRS 3 definition, an individual's decision to prepare combined financial statements for all or some of the entities that he or she controls could qualify as a business combination. The IASB concluded that a business combination should be described in terms of an economic event rather than in terms of consolidation accounting and that the definition in the revised standards satisfies that condition.

- BC11 The IASB also observed that, although the IFRS 3 definition of a business combination was sufficiently broad to include them, formations of joint ventures were excluded from the scope of IFRS 3. Because joint ventures are also excluded from the scope of the revised standards, the revised definition of a business combination is intended to include all of the types of transactions and other events initially included in the scope of IFRS 3.
- BC12 Some respondents to the 2005 Exposure Draft who consider particular combinations of businesses to be ‘true mergers’ said that the definition of a business combination as a transaction or other event in which an acquirer obtains control of one or more businesses seemed to exclude true mergers. The boards concluded that the most straightforward way of indicating that the scope of the revised standards, and the definition of a business combination, is intended to include true mergers, if any occur, is simply to state that fact.
- BC13 Some respondents to the 2005 Exposure Draft also said that it was not clear that the definition of a business combination, and thus the scope of the revised standards, includes reverse acquisitions and perhaps other combinations of businesses. The boards observed that in a reverse acquisition, one entity—the one whose equity interests are acquired—obtains economic (although not legal) control over the other and is therefore the acquirer, as indicated in paragraph B15 of the revised IFRS 3. Therefore, the boards concluded that it is unnecessary to state explicitly that reverse acquisitions are included in the definition of a business combination and thus within the scope of the revised standards.

Change in terminology

- BC14 As defined in the revised standards, a business combination could occur in the absence of a purchase transaction. Accordingly, the boards decided to replace the term *purchase method*, which was previously used to describe the method of accounting for business combinations that the revised standards require, with the term *acquisition method*. To avoid confusion, this Basis for Conclusions uses that term throughout, including when it refers to IFRS 3 and SFAS 141 (and earlier exposure drafts or other documents), which used the term *purchase method*.

Definition of a business

- BC15 The definition of a business combination in the revised standards provides that a transaction or other event is a business combination only if the assets acquired and liabilities assumed constitute a business (an acquiree), and Appendix A defines a *business*.
- BC16 SFAS 141 did not include a definition of a business. Instead, it referred to EITF Issue No. 98-3 *Determining Whether a Nonmonetary Transaction Involves Receipt of Productive Assets or of a Business* for guidance on whether a group of net assets constitutes a business. Some constituents said that particular aspects of the definition and the related guidance in EITF Issue 98-3 were both unnecessarily restrictive and open to misinterpretation. They suggested that the FASB should reconsider that definition and guidance as part of this phase of the project, and it agreed to do so. In addition to considering how its definition and guidance might be improved, the FASB, in conjunction with the IASB, decided that the boards should strive to develop a joint definition of a business.
- BC17 Before issuing IFRS 3, the IASB did not have a definition of a business or guidance similar to that in EITF Issue 98-3. Consistently with the suggestions of respondents to ED 3, the IASB decided to provide a definition of a business in IFRS 3. In developing that definition, the IASB also considered the guidance in EITF Issue 98-3. However, the definition in IFRS 3 benefited from deliberations in this project to that date, and it differed from EITF Issue 98-3 in some aspects. For example, the definition in IFRS 3 did not include either of the following factors, both of which were in EITF Issue 98-3:

- (a) a requirement that a business be self-sustaining; or
- (b) a presumption that a transferred set of activities and assets in the development stage that has not commenced planned principal operations cannot be a business.

BC18 In the second phase of their business combinations projects, both boards considered the suitability of their existing definitions of a business in an attempt to develop an improved, common definition. To address the perceived deficiencies and misinterpretations, the boards modified their respective definitions of a business and clarified the related guidance. The more significant modifications, and the reasons for them, are:

- (a) to continue to exclude self-sustaining as the definition in IFRS 3 did, and instead, provide that the integrated set of activities and assets must be **capable** of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants. Focusing on the capability to achieve the purposes of the business helps avoid the unduly restrictive interpretations that existed in accordance with the former guidance.
- (b) to clarify the meanings of the terms *inputs*, *processes* and *outputs* that were used in both EITF Issue 98-3 and IFRS 3. Clarifying the meanings of those terms, together with other modifications, helps eliminate the need for extensive detailed guidance and the misinterpretations that sometimes stem from such guidance.
- (c) to clarify that inputs and processes applied to those inputs are essential and that although the resulting outputs are normally present, they need not be present. Therefore, an integrated set of assets and activities could qualify as a business if the integrated set is capable of being conducted and managed to produce the resulting outputs. Together with item (a), clarifying that outputs need not be present for an integrated set to be a business helps avoid the unduly restrictive interpretations of the guidance in EITF Issue 98-3.
- (d) to clarify that a business need not include all of the inputs or processes that the seller used in operating that business if a market participant is capable of continuing to produce outputs, for example, by integrating the business with its own inputs and processes. This clarification also helps avoid the need for extensive detailed guidance and assessments about whether a missing input or process is minor.
- (e) to continue to exclude a presumption that an integrated set in the development stage is not a business merely because it has not yet begun its planned principal operations, as IFRS 3 did. Eliminating that presumption is consistent with focusing on assessing the capability to achieve the purposes of the business (item (a)) and helps avoid the unduly restrictive interpretations that existed with the former guidance.

BC19 The boards also considered whether to include in the revised standards a presumption similar to the one in EITF Issue 98-3 that an asset group is a business if goodwill is present. Some members of the FASB's resource group suggested that that presumption results in circular logic that is not especially useful guidance in practice. Although the boards had some sympathy with those views, they noted that such a presumption could be useful in avoiding interpretations of the definition of a business that would hinder the stated intention of applying the revised standards' guidance to economically similar transactions. The presumption might also simplify the assessment of whether a particular set of activities and assets meets the definition of a business. Therefore, the revised standards' application guidance retains that presumption.

BC20 The boards considered whether to expand the scope of the revised standards to all acquisitions of groups of assets. They noted that doing so would avoid the need to distinguish between those groups that are businesses and those that are not. However, both boards noted that broadening the scope of the revised standards beyond acquisitions

of businesses would require further research and deliberation of additional issues and delay the implementation of the revised standards' improvements to practice. The boards therefore did not extend the scope of the revised standards to acquisitions of all asset groups. Paragraph 2(b) of the revised IFRS 3 describes the typical accounting for an asset acquisition.

- BC21 SFAS 141(R) amends FASB Interpretation No. 46 (revised December 2003) *Consolidation of Variable Interest Entities* (FASB Interpretation 46(R)) to clarify that the initial consolidation of a variable interest entity that is a business is a business combination. Therefore, the assets, liabilities and non-controlling interests of the variable interest entity should be measured in accordance with the requirements of SFAS 141(R). Previously, FASB Interpretation 46(R) required assets, liabilities and non-controlling interests of variable interest entities that are businesses to be measured at fair value. The FASB concluded that variable interest entities that are businesses should be afforded the same exceptions to fair value measurement and recognition that are provided for assets and liabilities of acquired businesses. The FASB also decided that upon the initial consolidation of a variable interest entity that is not a business, the assets (other than goodwill), liabilities and non-controlling interests should be recognised and measured in accordance with the requirements of SFAS 141(R), rather than at fair value as previously required by FASB Interpretation 46(R). The FASB reached that decision for the same reasons described above, ie if SFAS 141(R) allows an exception to fair value measurement for a particular asset or liability, it would be inconsistent to require the same type of asset or liability to be measured at fair value. Except for that provision, the FASB did not reconsider the requirements in FASB Interpretation 46(R) for the initial consolidation of a variable interest entity that is not a business.

Method of accounting for business combinations

- BC22 Both IAS 22 and APB Opinion 16 permitted use of either the acquisition method or the pooling of interests (pooling) method of accounting for a business combination, although the two methods were not intended as alternatives for the same set of facts and circumstances. ED 3 and the 1999 Exposure Draft proposed, and IFRS 3 and SFAS 141 required, use of the acquisition method to account for all business combinations. The boards did not redeliberate that conclusion during the project that led to the revised standards.
- BC23 In developing IFRS 3 and SFAS 141, the IASB and the FASB considered three possible methods of accounting for business combinations—the pooling method, the acquisition method and the fresh start method. In assessing those methods, both boards were mindful of the disadvantages of having more than one method of accounting for business combinations, as evidenced by the experience with IAS 22 and APB Opinion 16. The boards concluded that having more than one method could be justified only if the alternative method (or methods) could be demonstrated to produce information that is more decision-useful and if unambiguous and non-arbitrary boundaries could be established that unequivocally distinguish when one method is to be applied instead of another. The boards also concluded that most business combinations are acquisitions and, for the reasons discussed in paragraphs BC24–BC28, that the acquisition method is the appropriate method for those business combinations. Respondents to ED 3 and the 1999 Exposure Draft generally agreed. Therefore, neither the pooling method nor the fresh start method could be appropriately used for all business combinations.

Reasons for adopting the acquisition method

- BC24 Both boards concluded that the acquisition method is the appropriate method of accounting for all business combinations in which one entity obtains control of one or more other businesses because that method is consistent with how the accounting model generally accounts for transactions in which assets are acquired and liabilities are assumed or incurred. Therefore, it produces information that is comparable with other accounting information.

- BC25 The acquisition method views a combination from the perspective of the acquirer—the entity that obtains control of the other combining businesses. The acquirer purchases or otherwise obtains control over net assets and recognises in its financial statements the assets acquired and liabilities assumed, including those not previously recognised by the acquiree. Consequently, users of financial statements are better able to assess the initial investments made and the subsequent performance of those investments and compare them with the performance of other entities. In addition, by initially recognising almost all of the assets acquired and liabilities assumed at their fair values, the acquisition method includes in the financial statements more information about the market’s expectation of the value of the future cash flows associated with those assets and liabilities, which enhances the relevance of that information.
- BC26 Most of the respondents to ED 3 supported the proposal to eliminate the pooling method and to require all business combinations to be accounted for by applying the acquisition method, pending the IASB’s future consideration of whether the fresh start method might be applied to some combinations. Respondents to the 1999 Exposure Draft generally agreed that most business combinations are acquisitions, and many said that all combinations involving only two entities are acquisitions. Respondents also agreed that the acquisition method is the appropriate method of accounting for business combinations in which one of the combining entities obtains control over the other combining entities. However, some qualified their support for the acquisition method as contingent upon the FASB’s decisions about some aspects of applying that method, particularly the accounting for goodwill.
- BC27 The boards concluded that most business combinations, both two-party transactions and those involving three or more entities (multi-party combinations), are acquisitions. The boards acknowledged that some multi-party combinations (in particular, those that are commonly referred to as roll-up or put-together transactions) might not be acquisitions; however, they noted that the acquisition method has generally been used to account for them. The boards decided not to change that practice at this time. Consequently, the revised standards require the acquisition method to be used to account for all business combinations, including those that some might not consider acquisitions.
- BC28 Both boards considered assertions that exceptions to the acquisition method should be provided for circumstances in which identifying the acquirer is difficult. Respondents taking that view generally said that the pooling method would provide better information in those circumstances. Although acknowledging that identifying the acquirer sometimes may be difficult, the boards concluded that it would be practicable to identify an acquirer in all business combinations. Moreover, in some jurisdictions an acquirer must be identified for tax purposes, regardless of how difficult it may be to do so. Both boards also concluded that in no circumstances does the pooling method provide better information than the acquisition method.

Reasons for rejecting the pooling method

Mergers and acquisitions are economically similar

- BC29 Some observers, including some respondents to ED 3 and to the 1999 Exposure Draft, argued that business combinations in which the predominant form of consideration is equity interests, generally referred to as *mergers*, are different from acquisitions and should be accounted for differently. They said that the pooling method is appropriate for a merger because ownership interests are continued (either completely or substantially), no new capital is invested and no assets are distributed, post-combination ownership interests are proportional to those before the combination, and the intention is to unite commercial strategies. Those respondents said that a merger should be accounted for in terms of the carrying amounts of the assets and liabilities of the combining entities because, unlike acquisitions in which only the acquirer survives the combination, all of the combining entities effectively survive a merger.

- BC30 Most respondents who favoured retaining the pooling method also supported limiting its application. Many of those respondents suggested limiting use of the pooling method to 'true mergers' or 'mergers of equals', which they described as combinations of entities of approximately equal size or those in which it is difficult to identify an acquirer.
- BC31 The boards also considered the assertion that the pooling method properly portrays true mergers as a transaction between the owners of the combining entities rather than between the combining entities. The boards rejected that assertion, noting that business combinations are initiated by, and take place because of, a transaction between the combining entities themselves. The entities—not their owners—engage in the negotiations necessary to carry out the combination, although the owners must eventually participate in and approve the transaction.
- BC32 Many respondents agreed with the boards that although ownership interests are continued in a combination effected by an exchange of equity instruments, those interests **change** as a result of the combination. The former owners of each entity no longer have an exclusive interest in the net assets of the pre-combination entities. Rather, after the business combination, the owners of the combining entities have a residual interest in the net assets of the combined entity. The information provided by the pooling method fails to reflect that and is therefore not a faithful representation.
- BC33 Both boards observed that all business combinations entail some bringing together of commercial strategies. Accordingly, the intention to unite commercial strategies is not unique to mergers and does not support applying a different accounting method to some combinations from that applied to others.
- BC34 Some respondents said that, economically, mergers are virtually identical to acquisitions, making them in-substance acquisitions. Some noted that shares could have been issued for cash and that cash then used to effect the combination, with the result being economically the same as if shares had been used to effect the combination.
- BC35 Both boards concluded that 'true mergers' or 'mergers of equals' in which none of the combining entities obtains control of the others are so rare as to be virtually non-existent, and many respondents agreed. Other respondents stated that even if a true merger or merger of equals did occur, it would be so rare that a separate accounting treatment is not warranted. The boards also observed that respondents and other constituents were unable to suggest an unambiguous and non-arbitrary boundary for distinguishing true mergers or mergers of equals from other business combinations and concluded that developing such an operational boundary would not be feasible. Moreover, even if those mergers could feasibly be distinguished from other combinations, both boards noted that it does not follow that mergers should be accounted for on a carry-over basis. If they were to be accounted for using a method other than the acquisition method, the fresh start method would be better than the pooling method.

Information provided is not decision-useful

- BC36 Some proponents of the pooling method argued that it provides decision-useful information for the business combinations for which they favour its use. They said that the information is a more faithful representation than the information that the acquisition method would provide for those combinations. However, other respondents said that the information provided by the acquisition method is more revealing than that provided by the pooling method. Respondents also noted that the pooling method does not hold management accountable for the investment made and the subsequent performance of that investment. In contrast, the accountability that results from applying the acquisition method forces management to examine business combination deals carefully to see that they make economic sense.

- BC37 Both boards observed that an important part of decision-useful information is information about cash-generating abilities and cash flows generated. The IASB's *Framework for the Preparation and Presentation of Financial Statements* says that 'The economic decisions that are taken by users of financial statements require an evaluation of the ability of an entity to generate cash and cash equivalents and of the timing and certainty of their generation' (paragraph 15). FASB Concepts Statement No. 1 *Objectives of Financial Reporting by Business Enterprises* indicates that '... financial reporting should provide information to help investors, creditors, and others assess the amounts, timing, and uncertainty of prospective net cash inflows to the related enterprise' (paragraph 37; footnote reference omitted). Neither the cash-generating abilities of the combined entity nor its future cash flows generally are affected by the method used to account for the combination. However, fair values reflect the expected cash flows associated with acquired assets and assumed liabilities. Because the pooling method records the net assets acquired at their carrying amounts rather than at their fair values, the information that the pooling method provides about the cash-generating abilities of those net assets is less useful than that provided by the acquisition method.
- BC38 Both boards also concluded that the information provided by the pooling method is less relevant because it has less predictive value and feedback value than the information that is provided by other methods. It is also less complete because it does not reflect assets acquired or liabilities assumed that were not included in the pre-combination financial statements of the combining entities. The pooling method also provides a less faithful representation of the combined entity's performance in periods after the combination. For example, by recording assets and liabilities at the carrying amounts of predecessor entities, post-combination revenues may be overstated (and expenses understated) as the result of embedded gains that were generated by predecessor entities but not recognised by them.
- BC39 The *Framework* and FASB Concepts Statement No. 2 *Qualitative Characteristics of Accounting Information* describe comparability as an important characteristic of decision-useful information. Use of different accounting methods for the same set of facts and circumstances makes the resulting information less comparable and thus less useful for making economic decisions. As discussed in paragraphs BC29–BC35, the boards concluded that all business combinations are economically similar. Accordingly, use of the same method to account for all combinations enhances the comparability of the resulting financial reporting information. Both boards observed that the acquisition method, but not the pooling method, could reasonably be applied to all business combinations in which one party to the combination obtains control over the combined entity.
- BC40 Opponents of the pooling method generally said that eliminating that method would enhance the comparability of financial statements of entities that grow by means of acquisitions. Both boards agreed.

Inconsistent with historical cost accounting model

- BC41 Both boards observed that the pooling method is an exception to the general concept that exchange transactions are accounted for in terms of the fair values of the items exchanged. Because the pooling method records the combination in terms of the pre-combination carrying amounts of the parties to the transaction, it fails to record and thus to hold management accountable for the investment made in the combination.
- BC42 Some respondents to the FASB's 1999 Exposure Draft who advocated use of the pooling method asserted that it is consistent with the historical cost model and that eliminating the pooling method would be a step towards adopting a fair value model. They argued that before eliminating the pooling method, the FASB should resolve the broad issue of whether to adopt a fair value model in place of the historical cost model. The FASB disagreed, noting that, regardless of the merits of a fair value model, the pooling method is an aberration that is inconsistent with the historical cost model.

BC43 Although the historical cost model is frequently described as being ‘transaction based’, the fair value model also records all transactions. In both models, transactions are recognised on the basis of the fair values exchanged at the transaction date. In contrast, the pooling method does not result in recognising in the records of the combined entity the values exchanged; instead, only the carrying amounts of the predecessor entities are recognised. Failure to record those values can adversely affect the relevance and reliability of the combined entity’s financial statements for years—and even decades—to come. For those reasons, both boards concluded that the pooling method is inconsistent with the historical cost model. Requiring use of the acquisition method is not a step towards adopting a fair value accounting model. Rather, it eliminates an exception to the historical cost model and requires accounting for assets acquired and liabilities assumed in a business combination consistently with other acquisitions of assets and incurrences of liabilities.

Disclosure not an adequate response

BC44 In urging that the pooling method should be retained, a few respondents to the 1999 Exposure Draft said that any perceived problems with having two methods of accounting could be addressed by enhanced disclosures in the notes to the financial statements. However, they generally did not specify what those disclosures should be and how they would help overcome the comparability problems that inevitably result from having two methods.

BC45 The FASB considered whether enhanced disclosures might compensate for the deficiencies of the pooling method but doubted the usefulness of almost any disclosures short of disclosing what the results would have been had the acquisition method been used to account for the business combination. Providing disclosures that would enable users of financial statements to determine what the results would have been had the transaction been accounted for by the acquisition method would be a costly solution that begs the question of why the acquisition method was not used to account for the transaction in the first place. Thus, the FASB rejected enhanced disclosures as a viable alternative.

Not cost-beneficial

BC46 Some of the boards’ constituents cited cost-benefit considerations as a reason for retaining the pooling method. They argued that the pooling method is a quicker and less expensive way to account for a business combination because it does not require an entity to hire valuation experts to value assets for accounting purposes.

BC47 Other constituents favoured eliminating the pooling method for cost-benefit reasons. Some argued that the pooling method causes preparers of financial statements, auditors, regulators and others to spend unproductive time dealing with the detailed criteria required by IAS 22 or APB Opinion 16 in attempts to qualify some business combinations for the pooling method. Others noted that using the acquisition method of accounting for all business combinations would eliminate the enormous amount of interpretative guidance necessary to accommodate the pooling method. They also said that the benefits derived from making the acquisition method the only method of accounting for business combinations would significantly outweigh any issues that might arise from accounting for the very rare true merger or merger of equals by the acquisition method.

BC48 Both boards concluded that requiring a single method of accounting is preferable because having more than one method would lead to higher costs associated with applying, auditing, enforcing and analysing the information produced by the different methods. The IASB’s conclusions on benefits and costs are more fully discussed in paragraphs BC435–BC439.

Perceived economic consequences not a valid reason for retention

- BC49 Some of the respondents to ED 3 and the 1999 Exposure Draft who favoured retaining the pooling method cited public policy considerations or other perceived economic consequences of eliminating it. Some argued that eliminating the pooling method would require some investors to adjust to different measures of performance, potentially affecting market valuations adversely in some industries during the transition period. Others argued that it would impede desirable consolidation in some industries, reduce the amount of capital flowing into those industries, slow the development of new technology and adversely affect entrepreneurial culture. Some argued that eliminating the pooling method would reduce the options available to some regulatory agencies and possibly require regulated entities to maintain a second set of accounting records.
- BC50 Other respondents did not share those views. Some said that because business combinations are (or should be) driven by economic rather than accounting considerations, economically sound deals would be completed regardless of the method used to account for them. Others noted that the financial community values business combinations in terms of their fair values rather than book values; therefore, those transactions should initially be recognised in the financial statements at fair value.
- BC51 Both boards have long held that accounting standards should be neutral; they should not be slanted to favour one set of economic interests over another. Neutrality is the absence of bias intended to attain a predetermined result or to induce a particular behaviour. Neutrality is an essential aspect of decision-useful financial information because biased financial reporting information cannot faithfully represent economic phenomena. The consequences of a new financial reporting standard may indeed be negative for some interests in either the short term or the long term. But the dissemination of unreliable and potentially misleading information is, in the long run, harmful for all interests.
- BC52 Both boards rejected the view that the pooling method should be retained because eliminating it could have adverse consequences for some economic interests. Accounting requirements for business combinations should seek neither to encourage nor to discourage business combinations. Instead, those standards should produce unbiased information about those combinations that is useful to investors, creditors and others in making economic decisions about the combined entity.

Acquisition method flaws remedied

- BC53 Some respondents to ED 3 or to the 1999 Exposure Draft supported retaining the pooling method because of perceived problems associated with the acquisition method. Most of those comments focused on the effects of goodwill amortisation.
- BC54 Both boards concluded that the pooling method is so fundamentally flawed that it does not warrant retention, regardless of perceived problems with the acquisition method. The boards also observed that the most frequently cited concern is remedied by the requirement of IAS 36 *Impairment of Assets* and FASB Statement No. 142 *Goodwill and Other Intangible Assets* (SFAS 142) to test goodwill for impairment and recognise a loss if it is impaired rather than to amortise goodwill.

The fresh start method

- BC55 In the fresh start method, none of the combining entities is viewed as having survived the combination as an independent reporting entity. Rather, the combination is viewed as the transfer of the net assets of the combining entities to a new entity that assumes control over them. The history of that new entity, by definition, begins with the combination.
- BC56 In the first part of their respective business combinations projects, both the IASB and the FASB acknowledged that a case could be made for using the fresh start method to account for the relatively rare business combination that does not clearly qualify as an acquisition. Such a combination might be defined either as one in which an acquirer

cannot be identified or as one in which the acquirer is substantially modified by the transaction. However, the boards observed that those transactions have been accounted for by the acquisition method and they decided not to change that practice.

BC57 Neither the IASB nor the FASB has on its agenda a project to consider the fresh start method. However, both boards have expressed interest in considering whether joint venture formations and some formations of new entities in multi-party business combinations should be accounted for by the fresh start method. Depending on the relative priorities of that topic and other topics competing for their agendas when time becomes available, the boards might undertake a joint project to consider those issues at some future date.

Scope

BC58 The revised standards exclude from their scope some transactions that were also excluded from the scope of both IFRS 3 and SFAS 141. However, the revised standards include within their scope combinations involving only mutual entities and combinations achieved by contract alone, which were excluded from the scope of IFRS 3 and SFAS 141. Paragraphs BC59–BC79 discuss the boards' reasons for those conclusions.

Joint ventures and combinations of entities under common control

BC59 Formations of joint ventures and combinations of entities under common control are excluded from the scope of the revised standards. Those transactions were also excluded from the scope of both IFRS 3 and SFAS 141, and the boards continue to believe that issues related to such combinations are appropriately excluded from the scope of this project. The boards are aware of nothing that has happened since IFRS 3 and SFAS 141 were issued to suggest that the revised standards should be delayed to address the accounting for those events.

BC60 In developing IFRS 3, the IASB considered whether it should amend the definition of joint control in IAS 31 *Interests in Joint Ventures* because it was concerned that its decision to eliminate the pooling method would create incentives for business combinations to be structured to meet the definition of a joint venture. After considering comments on the definition proposed in ED 3, the IASB revised the definition of joint control in IAS 31 to clarify that:

- (a) unanimous consent on **all** financial and operating decisions is not necessary for an arrangement to satisfy the definition of a joint venture—unanimous consent on only strategic decisions is sufficient.
- (b) in the absence of a contractual agreement requiring unanimous consent to strategic financial and operating decisions, a transaction in which the owners of multiple businesses agree to combine their businesses into a new entity (sometimes referred to as a roll-up transaction) should be accounted for by the acquisition method. Majority consent on such decisions is not sufficient.

BC61 In developing SFAS 141, the FASB noted that constituents consider the guidance in paragraph 3(d) of APB Opinion No. 18 *The Equity Method of Accounting for Investments in Common Stock* in assessing whether an entity is a joint venture, and it decided not to change that practice in its project on business combinations.

Not-for-profit organisations

BC62 The FASB also decided to exclude from the scope of SFAS 141(R) business combinations of not-for-profit organisations and acquisitions of for-profit businesses by not-for-profit organisations. Some aspects of combinations of not-for-profit organisations are different from combinations of business entities. For example, it cannot be presumed that combinations of organisations that serve a public interest are necessarily exchange transactions in which willing parties exchange equal values. For that reason, the FASB is

addressing the accounting for combinations of not-for-profit organisations in a separate project. It published an exposure draft in October 2006 that addresses accounting for combinations of not-for-profit organisations.

- BC63 IFRSs generally do not have scope limitations for not-for-profit activities in the private or public sector. Although IFRSs are developed for profit-oriented entities, a not-for-profit entity might be required, or choose, to apply IFRSs. A scope exclusion for combinations of not-for-profit organisations is not necessary.

Combinations of mutual entities

- BC64 During its deliberations leading to SFAS 141, the FASB concluded that combinations involving only mutual entities should also be accounted for using the acquisition method but decided not to mandate its use until the FASB had considered implementation questions raised about the application of that method. Similarly, IFRS 3 did not require use of the acquisition method for combinations of mutual entities, although the IASB had also concluded that the acquisition method was appropriate for those combinations. Instead, as part of the first phase of its business combinations project, the IASB published an exposure draft of proposed amendments to IFRS 3—*Combinations by Contract Alone or Involving Mutual Entities*, which proposed an interim approach for accounting for those combinations until the IASB had considered related implementation issues in the second phase of its project. In the light of respondents' comments, the IASB decided not to proceed with the proposals in the exposure draft, primarily for reasons of timing and impending consideration of those issues in the second phase of this project.
- BC65 After SFAS 141 was issued, the FASB began a joint project with the Canadian Accounting Standards Board (AcSB). The objective of that project was to develop guidance for combinations of two or more mutual entities. In October 2001 the FASB and the AcSB held a round-table discussion with representatives of mutual banks, credit unions, co-operatives and other mutual entities. In January 2004 the FASB met representatives of organisations of co-operative and other mutual entities to discuss its tentative conclusions and specific concerns raised by constituents. In addition, the FASB conducted field visits to three mutual entities in 2004.
- BC66 A few participants in those meetings indicated a preference for the fresh start method as an alternative to the acquisition method for particular mergers, especially for those in which it is difficult to identify the acquirer. On both occasions, however, those participants acknowledged the costs and practical difficulties that a fresh start alternative would impose, especially on entities with recurring combinations. After considering those views, the FASB concluded that any potential advantages of using the fresh start method for some combinations of mutual entities would be outweighed by the disadvantages of having two methods of accounting.
- BC67 During the deliberations leading to the 2005 Exposure Draft, some representatives of mutual entities reiterated concerns expressed during the development of SFAS 141 about requiring all combinations of mutual entities to be accounted for using the acquisition method. Many of those constituents reiterated public policy concerns similar to those discussed in paragraphs BC49–BC52. For example, some said that eliminating the pooling method could impede desirable combinations and reduce the amount of capital flowing into their industries. They suggested, for example, that the requirement to identify an acquirer could impede mergers of neighbouring mutual entities when both the fact and appearance of a merger of equals are of paramount importance to their directors, members and communities. The boards did not find those arguments persuasive for the same reasons discussed in paragraphs BC49–BC52.

- BC68 Although mutual entities have particular characteristics that distinguish them from other business entities, the boards noted that the two types of entities also have many common characteristics. The boards also observed that the economic motivations for combinations of mutual entities, such as to provide their constituents with a broader range of, or access to, services and cost savings through economies of scale, are similar to those for combinations of other business entities. For example:
- (a) although mutual entities generally do not have shareholders in the traditional sense of investor-owners, they are in effect 'owned' by their members and are in business to serve their members or other stakeholders. Like other businesses, mutual entities strive to provide their members with a financial return or benefits. A mutual entity generally does that by focusing on providing its members with its products and services at lower prices. For example, the benefit provided by a credit union may be a lower interest rate on a borrowing than might be obtainable through an investor-owned financial institution. In a wholesale buying co-operative, the benefit might be lower net costs, after reflecting patronage dividends.
 - (b) members' interests in a mutual entity are generally not transferable like other ownership interests. However, they usually include a right to share in the net assets of the mutual entity in the event of its liquidation or conversion to another form of entity.
 - (c) a higher percentage of combinations of mutual entities than of combinations of other business entities occur without an exchange of cash or other readily measurable consideration, but such combinations are not unique to mutual entities. Business combinations of other entities, particularly private entities, also take place without an exchange of cash or other readily measurable consideration.
- BC69 Thus, the boards concluded that the attributes of mutual entities are not sufficiently different from those of other entities to justify different accounting for business combinations. The boards also concluded that the benefits of requiring combinations of mutual entities to be accounted for by the acquisition method would justify the related costs. Therefore, combinations of mutual entities were included within the scope of the 2005 Exposure Draft.
- BC70 Many of the respondents to the 2005 Exposure Draft who commented on combinations of mutual entities objected to including them in the scope of the revised standards and thus requiring them to be accounted for by the acquisition method. Respondents objected to the use of the acquisition method for conceptual, practical and cost-benefit reasons. For example, some said that a combination involving only mutual entities is a 'true pooling of interests' and that the acquisition method would not reflect the economics of the transactions. Some also said that it would often be difficult to identify an acquirer. Some also noted the absence of readily measurable consideration transferred in many combinations of mutual entities, which would make it necessary to use other valuation techniques to develop the fair values needed to apply the acquisition method. For those reasons, respondents also said that using the acquisition method for combinations of mutual entities would not be cost-beneficial. Respondents proposed other methods of accounting for mutual entities, including the pooling method, the fresh start method and a net asset method that was the same as the modified version of the acquisition method proposed by the IASB in its exposure draft mentioned in paragraph BC64.
- BC71 In considering those comments, the boards noted that respondents' reasons for their objections to the acquisition method were generally the same as the factors discussed in paragraphs BC67 and BC68. For the same reasons discussed in those paragraphs, the boards affirmed their conclusion that the attributes of mutual entities are not sufficiently different from those of investor-owned entities to justify a different method of accounting for combinations of mutual entities. The boards also noted that, regardless of the intentions of the combining entities, the general result of a combination involving only mutual entities is that one entity obtains control of the other entity (or entities). Thus,

combinations involving only mutual entities are included in the scope of the revised standards.

- BC72 Some representatives of mutual entities suggested that the revised standards should permit an acquisition of a mutual entity to be reported as an increase in the retained earnings of the acquirer (combined entity) as had been the practice in accordance with the pooling method of accounting. The boards observed that in a combination of two investor-owned entities in which the acquirer issues its equity shares as consideration for all of the acquiree's equity shares, the fair value of the acquiree's equity is recognised as an addition to the acquirer's equity—generally as an increase to the acquirer's ordinary shares and capital. Thus, the equity (net assets) of the combined entity is increased from the acquisition of the acquiree (and the fair value of its net assets), but retained earnings of the acquirer are unaffected. The boards concluded that business combinations of two investor-owned entities are economically similar to those of two mutual entities in which the acquirer issues member interests for all the member interests of the acquiree. Thus, the boards concluded that those similar transactions should be similarly reported. Therefore, the revised standards clarify that if the only consideration exchanged is the member interests of the acquiree for the member interests of the acquirer (or the member interests of the newly combined entity), the amount of the acquiree's net assets is recognised as a direct addition to capital or equity, not retained earnings (paragraph B47 of the revised IFRS 3).
- BC73 During the boards' redeliberations of the 2005 Exposure Draft, some representatives of mutual entities also proposed that the entire amount of the acquiree's net assets recognised in accordance with the revised standards should be considered a gain on a bargain purchase. They contended that the exchange of member interests in at least some forms of mutual entities does not constitute consideration because the interests the acquirer transfers have no economic value. The boards disagreed, noting that one mutual entity—the acquiree—would presumably not be willing to transfer its net assets to the control of another—the acquirer—in exchange for nothing of value.
- BC74 The FASB also considered more specific concerns of representatives of credit unions about adverse economic consequences for those entities. Those representatives argued that requiring the application of the acquisition method would impede consolidation within that industry and might misrepresent the financial soundness and regulatory capital of two credit unions that combine their operations. They noted that in the United States, applicable federal law defines net worth for credit unions as the 'retained earnings balance of the credit union, as determined under generally accepted accounting principles.' Because the regulatory definition of net worth is narrower than equity under US GAAP, they expressed concern that the exclusion of the equity of an acquired credit union from retained earnings of the combined entity could make a financially sound combined entity appear to be financially unsound. Thus, they suggested that credit unions should be permitted to continue to report the equity of an acquired mutual entity as an addition to retained earnings of the combined entity. The FASB was not persuaded by those arguments; it believes that Statement 141(R) will not affect the ability of credit unions to restructure and combine with other credit unions.
- BC75 Additionally, constituents told the FASB that the number of combinations of credit unions in which the regulatory net worth calculation could be significantly affected is relatively small in any given year. The FASB also noted that the regulatory filings of credit unions and other entities and the needs of their regulators are separate matters beyond the purpose of financial statements. The FASB's Concepts Statement 2 states that a necessary and important characteristic of accounting information is neutrality. In the context of business combinations, neutrality means that accounting standards should neither encourage nor discourage business combinations but rather provide information about those combinations that is fair and even-handed. The FASB observed that its public policy goal is to issue accounting standards that result in neutral and representationally faithful financial information. Eliminating use of the pooling method for all entities and requiring all entities, including mutual entities, to report the resulting increase directly in equity other than retained earnings is consistent with that public policy goal.

- BC76 Some respondents to the 2005 Exposure Draft said that co-operatives do not fit within the definition of a mutual entity and that co-operatives are sufficiently different from other entities to justify a different method of accounting for combinations involving only co-operatives. To support their view, they cited factors such as differences in legal characteristics and different purposes of co-operatives in addition to providing economic benefits to members.
- BC77 The boards considered the differences between, for example, a co-operative that provides electricity to its members in a rural area and other types of mutual entities, such as a mutual insurance company. The boards acknowledged particular differences between the two types of entities, for example, the co-operative issues member shares and the mutual insurance company does not. In addition, the objective of the co-operative may include providing more social and cultural benefits to its community in addition to the economic benefits provided to its members than does another type of mutual entity. However, the boards concluded that co-operatives generally provide direct and indirect economic benefits such as dividends and lower costs of services, including credit, or other products directly to its members. The boards concluded that differences in the amount of social and cultural benefits an entity seeks to provide do not justify a conclusion that co-operatives are sufficiently different from other mutual entities that they do not fit within the definition of a mutual entity in the revised standards. Thus, co-operatives are included in the definition of a mutual entity in the revised standards.

Combinations achieved by contract alone

- BC78 Both boards also concluded that business combinations achieved by contract alone should be included in the scope of the revised standards. Those combinations were not included in the scope of either IFRS 3 or SFAS 141, although the boards understand that practice in the United States generally was to account for them in accordance with SFAS 141. For example, in EITF Issue No. 97-2 *Application of FASB Statement No. 94 and APB Opinion No. 16 to Physician Practice Management Entities and Certain Other Entities with Contractual Management Arrangements*, the Task Force reached a consensus that a transaction in which a physician practice management entity executes a management agreement with the physician practice should be accounted for as a business combination. Technically, that transaction would not meet the definition of a business combination in APB Opinion 16 or SFAS 141 because the physician practice management entity does not acquire either equity interests in, or the net assets of, the physician practice.
- BC79 The boards understand that difficulties may arise in applying the acquisition method to combinations achieved by contract alone. In particular, such business combinations normally do not involve the payment of readily measurable consideration and in rare circumstances it might be difficult to identify the acquirer. However, as for combinations of mutual entities and for the reasons discussed above, the boards concluded that the acquisition method can and should be applied in accounting for such business combinations. In reaching that conclusion, the boards also concluded that in a business combination achieved by contract alone:
- (a) difficulties in identifying the acquirer are not a sufficient reason to justify a different accounting treatment, and no further guidance is necessary for identifying the acquirer for combinations by contract alone.
 - (b) in the United States, these transactions are already being accounted for by the acquisition method and insurmountable issues have not been encountered.
 - (c) determining the fair value of the identifiable assets acquired and liabilities assumed and calculating the related goodwill should be consistent with decisions reached in the second phase of the project.

Applying the acquisition method

BC80 The 2005 Exposure Draft identified four steps in applying the acquisition method, and it discussed the requirements for applying the acquisition method in terms of those steps:

- (a) identifying the acquirer;
- (b) determining the acquisition date;
- (c) measuring the fair value of the acquiree; and
- (d) measuring and recognising the assets acquired and the liabilities assumed.

In contrast, the revised standards indicate (paragraph 5 of the revised IFRS 3) that applying the acquisition method requires:

- (a) identifying the acquirer;
- (b) determining the acquisition date;
- (c) recognising and measuring the identifiable assets acquired, liabilities assumed and any non-controlling interest in the acquiree; and
- (d) recognising and measuring goodwill or a gain from a bargain purchase.

BC81 The main changes to the list of steps in applying the acquisition method are to eliminate measuring the fair value of the acquiree as a whole and to add recognising and measuring goodwill as a separate step. The primary reason for those changes is the boards' decision to focus on measuring the components of the business combination, including any non-controlling interest in the acquiree, rather than measuring the fair value of the acquiree as a whole. The boards observed that neither the requirements of the 2005 Exposure Draft nor those of the revised standards for applying the acquisition method result in a fair value measure of either the acquiree as a whole or the acquirer's interest in the acquiree. For example, the revised standards do not provide for recognising a loss if the acquirer overpays for the acquiree, ie if the acquisition-date fair value of the consideration transferred exceeds the acquisition-date fair value of the acquirer's interest in the acquiree. The IASB's decision to allow an acquirer to choose to measure any non-controlling interest in the acquiree at fair value or on the basis of its proportionate interest in the acquiree's identifiable net assets adds another potential difference between the results of applying the requirements of the revised IFRS 3 and measuring the acquisition-date fair value of the acquiree as a whole. (See paragraphs BC209–BC221 for discussion of the reasons why the IASB provided that choice.) Paragraphs BC330 and BC331 discuss the reasons why the revised standards also eliminate the related presumption in the 2005 Exposure Draft that the consideration transferred in exchange for the acquiree measures the fair value of the acquirer's interest in the acquiree.

Identifying the acquirer

BC82 The boards' decision that all business combinations within the scope of the revised standards should be accounted for by the acquisition method means that the acquirer must be identified in every business combination.

BC83 The IASB and the FASB separately developed the guidance on identifying the acquirer that appeared in IFRS 3 and SFAS 141, respectively. Paragraphs BC84–BC92 discuss the FASB's development of the guidance in SFAS 141 and paragraphs BC93–BC101 discuss the IASB's development of the guidance in IFRS 3. Paragraphs BC102–BC105 discuss the boards' joint consideration of how to identify the acquirer in a business combination in the second phase of their projects on business combinations.

Developing the guidance in SFAS 141

- BC84 SFAS 141's guidance on identifying the acquirer focused on the types of business combinations included in its scope, which excluded transactions in which one entity obtains control over one or more other entities by means other than transferring assets, incurring liabilities or issuing equity securities. Thus, SFAS 141 did not include the general guidance that the entity that obtains control is the acquirer, although that was the effect of the guidance for the combinations within its scope.
- BC85 In developing its 1999 Exposure Draft, the FASB affirmed the guidance in APB Opinion 16 that in a business combination effected primarily through the distribution of cash or other assets or by incurring liabilities, the acquirer is generally the entity that distributes cash or other assets or assumes or incurs liabilities. The FASB considered a variety of suggestions on factors that should be considered in identifying the acquirer in a business combination effected through an exchange of equity interests. The guidance proposed in the 1999 Exposure Draft reflected the FASB's conclusion that all pertinent facts and circumstances should be considered when identifying the acquirer, particularly the relative voting rights in the combined entity after the combination. That proposed guidance said that the existence of unusual or special voting arrangements and options, warrants or convertible securities should be considered in determining which shareholder group retained or received the larger portion of the voting rights in the combined entity. In addition, factors related to the composition of the board of directors and senior management of the combined entity should be considered and should be weighted equally with the factors related to voting rights.
- BC86 Respondents to the 1999 Exposure Draft who commented on the proposed criteria for identifying the acquirer generally agreed that they were appropriate. Some respondents said that the proposed guidance was an improvement over APB Opinion 16 because it provided additional factors to consider in determining which shareholder group retained or received the larger share of the voting rights in the combined entity. However, many respondents suggested improvements to the proposed criteria, and some suggested that the FASB should consider other criteria.
- BC87 Several respondents suggested that the FASB should retain the presumptive approach in APB Opinion 16 for identifying the acquirer in transactions effected through an exchange of equity interests. That approach presumes that, in the absence of evidence to the contrary, the acquirer is the combining entity whose owners as a group retain or receive the larger share of the voting rights in the combined entity. Other respondents suggested that the factors to be considered in identifying the acquirer should be provided in the form of a hierarchy. Some of those respondents also suggested that the FASB should provide additional guidance explaining how factors relating to voting rights (unusual special voting arrangements and options, warrants or convertible securities) would affect the determination of the acquirer.
- BC88 In considering those suggestions, the FASB observed, as it did in developing the 1999 Exposure Draft, that because each business combination is unique, the facts and circumstances relevant to identifying the acquirer in one combination may be less relevant in another. Therefore, SFAS 141 did not retain the presumptive approach in APB Opinion 16 nor did it provide hierarchical guidance because to do so would have implied that some factors are always more important than others in identifying the acquirer. However, as suggested by respondents, the FASB modified the proposed guidance to explain how some of the factors influence the identification of the acquirer.
- BC89 The 1999 Exposure Draft did not propose requiring consideration of the payment of a premium over the market value of the equity securities acquired as evidence of the identity of the acquirer. Some respondents to the 1999 Exposure Draft said that the payment of a premium is a strong indicator of the identity of the acquirer. Upon reconsideration, the FASB decided to include in SFAS 141 the payment of a premium as a criterion to be considered in identifying the acquirer.

- BC90 In developing SFAS 141, the FASB observed that identifying the acquirer might be difficult in some multi-party business combinations, particularly those that might not be acquisitions but are required to be accounted for as such. The FASB noted that in those circumstances it might be helpful to consider additional factors such as which of the entities initiated the combination and whether the reported amounts of assets, revenues and earnings of one of the combining entities significantly exceed those of the others. Respondents to the 1999 Exposure Draft generally agreed, and SFAS 141 included that guidance.
- BC91 In addition, as suggested by respondents, the FASB decided that SFAS 141 should explicitly state that in some business combinations, such as reverse acquisitions, the entity that issues the equity interests may not be the acquirer. In a reverse acquisition, one entity (Entity A) obtains ownership of the equity instruments of another entity (Entity B), but Entity A issues enough of its own voting equity instruments as consideration in the exchange transaction for control of the combined entity to pass to the owners of Entity B.
- BC92 If a new entity is formed to issue equity instruments to effect a business combination, SFAS 141 required that one of the combining entities that existed before the combination must be identified as the acquirer for essentially the same reasons as those discussed in paragraphs BC98–BC101 in the context of IFRS 3's similar requirement.

Developing the guidance in IFRS 3

- BC93 As proposed in ED 3, IFRS 3 carried forward from IAS 22 the principle that in a business combination accounted for using the acquisition method the acquirer is the combining entity that obtains control of the other combining entities or businesses. The IASB observed that using the control concept as the basis for identifying the acquirer is consistent with using the control concept in IAS 27 *Consolidated and Separate Financial Statements* to define the boundaries of the reporting entity and to provide the basis for establishing the existence of a parent-subsidary relationship. IFRS 3 also carried forward the guidance in IAS 22 that control is the power to govern the financial and operating policies of the other entity so as to obtain benefits from its activities. IFRS 3 also provided the same guidance as IAS 22 for identifying the acquirer if one of the combining entities might have obtained control even if it does not acquire more than one-half of the voting rights of another combining entity.

Identifying an acquirer in a business combination effected through an exchange of equity interests

- BC94 In developing ED 3 and IFRS 3, the IASB decided not to carry forward the guidance in IAS 22 on identifying which of the combining entities is the acquirer in a reverse acquisition. IAS 22 required the entity whose owners control the combined entity to be treated as the acquirer. That approach presumed that in a business combination effected through an exchange of equity interests, the entity whose owners control the combined entity is always the entity with the power to govern the financial and operating policies of the other entity so as to obtain benefits from its activities. The IASB observed that because the presumption is not always accurate, carrying it forward would in effect override the control concept for identifying the acquirer.
- BC95 The IASB observed that the control concept focuses on the relationship between two entities, in particular, whether one entity has the power to govern the financial and operating policies of another so as to obtain benefits from its activities. Therefore, determining which of the combining entities has, as a consequence of the combination, the power to govern the financial and operating policies of the other so as to obtain benefits from its activities is fundamental to identifying the acquirer, regardless of the form of the consideration.
- BC96 The IASB also observed that in some reverse acquisitions, the acquirer may be the entity whose equity interests have been acquired and the acquiree is the issuing entity. For example, a private entity might arrange to have itself 'acquired' by a smaller public entity

through an exchange of equity interests as a means of obtaining a stock exchange listing. As part of the agreement, the directors of the public entity resign and are replaced by directors appointed by the private entity and its former owners. The IASB observed that in such circumstances, the private entity, which is the legal subsidiary, has the power to govern the financial and operating policies of the combined entity so as to obtain benefits from its activities. Treating the legal subsidiary as the acquirer in such circumstances is thus consistent with applying the control concept for identifying the acquirer. Treating the legal parent as the acquirer in such circumstances would place the form of the transaction over its substance, thereby providing less useful information than would be provided using the control concept to identify the acquirer.

- BC97 Therefore, the IASB proposed in ED 3 that the acquirer in a business combination effected through an issue of equity interests should be identified by considering all pertinent facts and circumstances to determine which of the combining entities has the power to govern the financial and operating policies of the other so as to obtain benefits from its activities. Pertinent facts and circumstances include, but are not limited to, the relative ownership interests of the owners of the combining entities. Respondents to ED 3 generally supported that requirement, which was consistent with the requirement of SFAS 141.

Identifying an acquirer if a new entity is formed to effect a business combination

- BC98 If a new entity is formed to issue equity instruments to effect a business combination, ED 3 proposed and IFRS 3 required one of the combining entities that existed before the combination to be identified as the acquirer on the basis of the evidence available. In considering that requirement, the IASB identified two approaches to applying the acquisition method that had been applied in various jurisdictions. The first approach viewed business combinations from the perspective of one of the combining entities that existed before the combination. Under that approach, the acquirer must be one of the combining entities that existed before the combination and therefore cannot be a new entity formed to issue equity instruments to effect a combination. The second approach viewed business combinations from the perspective of the entity providing the consideration, which could be a newly formed entity. Under that approach, the acquirer must be the entity providing the consideration. Some jurisdictions interpreted IAS 22 as requiring the first approach; other jurisdictions interpreted IAS 22 as requiring the second approach.
- BC99 If a new entity is formed to issue equity instruments to effect a business combination of two or more other entities, viewing the combination from the perspective of the entity providing the consideration would result in the newly formed entity applying the acquisition method to each of the other combining entities. The IASB noted that the result would be the same as applying the fresh start method to account for the business combination, which would potentially provide users of the financial statements with more relevant information than requiring one of the pre-existing entities to be treated as the acquirer.
- BC100 The IASB also considered whether treating a new entity formed to issue equity instruments to effect a business combination as the acquirer would place the form of the transaction over its substance, because the new entity may have no economic substance. The formation of such entities is often related to legal, tax or other business considerations that do not affect the identification of the acquirer. For example, a combination of two entities that is structured so that one entity directs the formation of a new entity to issue equity instruments to the owners of both of the combining entities is, in substance, no different from a transaction in which one of the combining entities directly acquires the other. Therefore, the transaction should be accounted for in the same way as a transaction in which one of the combining entities directly acquires the other. To do otherwise would impair both the comparability and the reliability of the information.
- BC101 The IASB concluded that the users of an entity's financial statements are provided with more useful information about a business combination when that information faithfully represents the transaction it purports to represent. Therefore, IFRS 3 required the acquirer to be one of the combining entities that existed before the combination.

Convergence and clarification of SFAS 141's and IFRS 3's guidance for identifying the acquirer

BC102 The deliberations of the FASB and the IASB described in paragraphs BC84–BC101 resulted in similar but not identical guidance for identifying the acquirer in SFAS 141 and IFRS 3. But the guidance was worded differently, and the boards were concerned that differences in identifying the acquirer could arise. Therefore, as part of the effort to develop a common standard on accounting for business combinations, the boards decided to develop common guidance for identifying the acquirer that could be applied internationally. For example, the FASB adopted the IASB's definition of an acquirer as the entity that obtains control of the other combining entities, and both boards decided to include in the revised standards an explicit reference to their other standards that provide guidance for identifying the acquirer. That guidance, although previously implicit, was not in SFAS 141. The intention of the boards is to conform and clarify their guidance but not to change the substance of the provisions for identifying an acquirer previously provided in SFAS 141 and IFRS 3.

BC103 Some respondents to the 2005 Exposure Draft noted that the existing IASB and FASB definitions of control in their respective consolidations standards are somewhat different and, in rare instances, may lead to identifications of different acquirers. The boards agreed with that observation, but they affirmed their conclusion in developing the 2005 Exposure Draft that developing a common definition of control is outside the scope of the business combinations project.

Identifying the acquirer in business combinations involving only mutual entities

BC104 The boards considered whether differences between mutual entities and investor-owned entities or differences between combinations of mutual entities and combinations of investor-owned entities result in a need for different or additional guidance for identifying the acquirer in combinations of mutual entities. The boards did not note any such differences. As a result, the boards concluded that an acquirer must be identified for all business combinations, including those involving only mutual entities.

BC105 The boards also concluded that the indicators for identifying the acquirer in a business combination are applicable to mutual entities and that no additional indicators are needed to identify the acquirer in those combinations. Both boards acknowledged that difficulties may arise in identifying the acquirer in combinations of two virtually equal mutual entities but observed that those difficulties also arise in combinations of two virtually equal investor-owned entities. The boards concluded that those difficulties, which are not unique to mutual entities, could be resolved in practice.

Determining the acquisition date

BC106 IFRS 3 and SFAS 141 carried forward without reconsideration the provisions of IAS 22 and APB Opinion 16, respectively, on determining the acquisition date. With one exception that applies only to SFAS 141 (see paragraphs BC108–BC110), that guidance resulted in the same acquisition date as the guidance in the revised standards.

BC107 In both IFRS 3 and SFAS 141, the guidance on the acquisition date, which IFRS 3 also referred to as the *exchange date*, was incorporated within the guidance on determining the cost of the acquisition rather than being stated separately. The revised standards clarify the acquisition-date guidance to make explicit that the acquisition date is the date that the acquirer obtains control of the acquiree. Paragraphs BC338–BC342 discuss the related issue of the measurement date for equity securities transferred as consideration in a business combination and the changes the revised standards make to the previous requirements on that issue.

- BC108 The FASB also eliminated the ‘convenience’ exception that SFAS 141 carried forward from APB Opinion 16 and the reporting alternative permitted by Accounting Research Bulletin No. 51 *Consolidated Financial Statements* (ARB 51). SFAS 141, paragraph 48, permitted an acquirer to designate an effective date other than the date that assets or equity interests are transferred or liabilities are assumed or incurred (the acquisition date) if it also reduced the cost of the acquiree and net income as required by that paragraph to compensate for recognising income before consideration was transferred. Paragraph 11 of ARB 51 permitted an acquirer to include a subsidiary that was purchased during the year in the consolidation as though it had been acquired at the beginning of the year and to deduct the pre-acquisition earnings at the bottom of the consolidated income statement.
- BC109 The FASB concluded that to represent faithfully an acquirer’s financial position and results of operations, the acquirer should account for all business combinations at the acquisition date. In other words, its financial position should reflect the assets acquired and liabilities assumed at the acquisition date—not before or after they are obtained or assumed. Moreover, the acquirer’s financial statements for the period should include only the cash inflows and outflows, revenues and expenses and other effects of the acquiree’s operations after the acquisition date.
- BC110 Very few respondents to the 2005 Exposure Draft commented on the proposed guidance on determining the acquisition date. Those who did so generally raised practicability issues related to eliminating the ability to designate an effective date other than the acquisition date. The boards concluded that the financial statement effects of eliminating that exception were rarely likely to be material. For example, for convenience an entity might wish to designate an acquisition date of the end (or the beginning) of a month, the date on which it closes its books, rather than the actual acquisition date during the month. Unless events between the ‘convenience’ date and the actual acquisition date result in material changes in the amounts recognised, that entity’s practice would comply with the requirements of the revised standards. Therefore, the boards decided to retain the guidance in the 2005 Exposure Draft about determining the acquisition date.

Recognising and measuring the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree

Recognition

- BC111 The revised standards’ recognition principle is stated in paragraph 10 of the revised IFRS 3. Paragraphs BC112–BC130 discuss the recognition conditions the acquirer is to use in applying the recognition principle. The revised standards also provide guidance for recognising particular assets and liabilities, which is discussed in paragraphs BC131–BC184. The revised standards’ guidance on classifying and designating assets acquired and liabilities assumed is discussed in paragraphs BC185–BC188, and the limited exceptions to the recognition principle provided in the revised standards are discussed in paragraphs BC263–BC303.

Conditions for recognition

- BC112 The boards decided that to achieve a reasonably high degree of consistency in practice and to resolve existing inconsistencies, the revised standards should provide guidance on applying the recognition principle. That guidance emphasises two fundamental conditions. To measure and recognise an item as part of applying the acquisition method, the item acquired or assumed must be:
- (a) an asset or liability at the acquisition date; and
 - (b) part of the business acquired (the acquiree) rather than the result of a separate transaction.

An asset or a liability at the acquisition date

- BC113 In determining whether an item should be recognised at the acquisition date as part of the business combination, the boards decided that the appropriate first step is to apply the definitions of assets and liabilities in the IASB's *Framework* or FASB Concepts Statement No. 6 *Elements of Financial Statements*, respectively.
- BC114 The boards observed that in accordance with both IFRS 3 and SFAS 141, and their predecessors and the related interpretative guidance, particular items were recognised **as if** they were assets acquired or liabilities assumed at the acquisition date even though they did not meet the definition of an asset or a liability. That practice was related to the previous emphasis on measuring the cost of (or investment in) the acquiree rather than the acquisition-date fair values of the assets acquired and liabilities assumed. For example, as discussed in paragraphs BC365–BC370, some expenses for services received in connection with a business combination were capitalised as part of the cost of the acquiree (and recognised as part of goodwill) **as if** they were an asset at the acquisition date. In addition, some future costs that an acquirer expected to incur often were viewed as a cost of the acquiree and recognised **as if** they were a liability at the acquisition date—expected restructuring costs were an example. The boards concluded that the representational faithfulness, consistency and understandability of financial reporting would be improved by eliminating such practices.

Part of the business combination

- BC115 The second condition for recognising an asset acquired or a liability assumed or incurred in a business combination is that the asset or liability must be part of the business combination transaction rather than an asset or a liability resulting from a separate transaction. Making that distinction requires an acquirer to identify the components of a transaction in which it obtains control over an acquiree. The objective of the condition and the guidance on identifying the components of a business combination is to ensure that each component is accounted for in accordance with its economic substance.
- BC116 The boards decided to provide application guidance to help address concerns about the difficulty of determining whether a part of the consideration transferred is for the acquiree or is for another purpose. The boards observed that parties directly involved in the negotiations of an impending business combination may take on the characteristics of related parties. Therefore, they may be willing to enter into other agreements or include as part of the business combination agreement some arrangements that are designed primarily for the benefit of the acquirer or the combined entity, for example, to achieve more favourable financial reporting outcomes after the business combination. Because of those concerns the boards decided to develop a principle for determining whether a particular transaction or arrangement entered into by the parties to the combination is part of what the acquirer and acquiree exchange in the business combination or is a separate transaction.
- BC117 The boards concluded that a transaction that is designed primarily for the economic benefit of the acquirer or the combined entity (rather than the acquiree or its former owners before the business combination) is not part of the exchange for the acquiree. Those transactions should be accounted for separately from the business combination. The boards acknowledge that judgement may be required to determine whether part of the consideration paid or the assets acquired and liabilities assumed stems from a separate transaction. Accordingly, the 2005 Exposure Draft included both a general principle and implementation guidance for applying that principle, including several examples.
- BC118 Respondents' comments on the proposed guidance on identifying the components of a business combination transaction were mixed. For example, some respondents said that the general principle was clear and provided adequate guidance; others said that the proposed principle was not clear. Several respondents said that the focus on determining whether a transaction benefits the acquiree or the acquirer was not clear because a

transaction or event that benefits the acquiree would also benefit the combined entity because the acquiree is part of the combined entity.

- BC119 The boards agreed with respondents that the proposed principle for distinguishing between components of a business combination needed improvement. Accordingly, they revised the principle to focus on whether a transaction is entered into by or on behalf of the acquirer or **primarily** for the benefit of the acquirer or the combined entity, rather than **primarily** for the benefit of the acquiree or its former owners **before the combination** (paragraph 52 of the revised IFRS 3).
- BC120 The boards also concluded that the focus of the principle should be on identifying whether a business combination includes separate transactions that should be accounted for separately in accordance with their economic substance rather than solely on assessing whether a transaction is part of the exchange for the acquiree (paragraph 51 of the revised IFRS 3). Focusing solely on whether assets or liabilities are part of the exchange for the acquiree might not result in all transactions being accounted for in accordance with their economic substance. For example, if an acquirer asks the acquiree to pay some or all of the acquisition-related costs on its behalf and the acquiree has paid those costs before the acquisition date, at the acquisition date the acquiree will show no liability for those costs. Therefore, some might think that the principle as stated in the 2005 Exposure Draft does not apply to the transactions giving rise to the acquisition-related costs. The boards concluded that focusing instead on whether a transaction is separate from the business combination will more clearly convey the intention of the principle and thus will provide users with more relevant information about the financial effects of transactions and events entered into by the acquirer. The acquirer's financial statements will reflect the financial effects of all transactions for which the acquirer is responsible in accordance with their economic substance.
- BC121 To help in applying the principle, paragraph 52 of the revised IFRS 3 includes three examples of transactions that are separate from the transaction in which an acquirer obtains control over an acquiree, and Appendix B provides additional application guidance.
- BC122 The first example in paragraph 52 is directed at ensuring that a transaction that in effect settles a pre-existing relationship between the acquirer and the acquiree is excluded from the accounting for the business combination. Assume, for example, that a potential acquiree has an asset (receivable) for an unresolved claim against the potential acquirer. The acquirer and the acquiree's owners agree to settle that claim as part of an agreement to sell the acquiree to the acquirer. The boards concluded that if the acquirer makes a lump sum payment to the seller-owner, part of that payment is to settle the claim and is not part of the consideration transferred to acquire the business. Thus, the portion of the payment that relates to the claim settlement should be excluded from the accounting for the business combination and accounted for separately. In effect, the acquiree relinquished its claim (receivable) against the acquirer by transferring it (as a dividend) to the acquiree's owner. Thus, at the acquisition date the acquiree has no receivable (asset) to be acquired as part of the combination, and the acquirer would account for its settlement payment separately. The FASB observed that the conclusion that a transaction that settles a pre-existing relationship is not part of applying the acquisition method is consistent with the conclusion in EITF Issue No. 04-1 *Accounting for Preexisting Relationships between the Parties to a Business Combination*, which is incorporated into SFAS 141(R) and therefore superseded.
- BC123 The second and third examples are also directed at ensuring that payments that are not part of the consideration transferred for the acquiree are excluded from the business combination accounting. The boards concluded that the payments for such transactions or arrangements should be accounted for separately in accordance with the applicable requirements for those transactions. Paragraph BC370 also discusses potential abuses related to the third example—payments to reimburse the acquiree or its former owners for paying the acquirer's costs incurred in connection with the business combination.

BC124 To provide additional help in identifying the components of a business combination, paragraph B50 of the revised IFRS 3 includes three factors to be considered in assessing a business combination transaction: (a) the reason for the transaction, (b) who initiated the transaction and (c) the timing of the transaction. Although those factors are neither mutually exclusive nor individually conclusive, the boards decided that the factors could help in considering whether a transaction or event is arranged primarily for the economic benefit of the acquirer or the combined entity or primarily for the benefit of the acquiree and its former owners before the business combination.

IFRS 3's criterion on reliability of measurement

BC125 IFRS 3 included another recognition criterion for assets acquired or liabilities assumed in a business combination. That criterion required an asset or liability to be recognised separately from goodwill only if it could be reliably measured. In its deliberations leading to the revised IFRS 3, the IASB decided to eliminate reliability of measurement as an overall criterion, which it observed is unnecessary because reliability of measurement is a part of the overall recognition criteria in the *Framework*.

IFRS 3's criterion on probability of an inflow or outflow of benefits

BC126 IFRS 3 provided that an acquirer should recognise the acquiree's identifiable assets (other than intangible assets) and liabilities (other than contingent liabilities) only if it is probable that the asset or liability will result in an inflow or outflow of economic benefits. The revised IFRS 3 does not contain that probability recognition criterion and thus it requires the acquirer to recognise identifiable assets acquired and liabilities assumed regardless of the degree of probability of an inflow or outflow of economic benefits.

BC127 The recognition criteria in the *Framework* include the concept of probability to refer to the degree of uncertainty that the future economic benefits associated with an asset or liability will flow to or from the entity.

BC128 During the development of the revised IFRS 3, the IASB reconsidered items described in IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* as contingent assets and contingent liabilities. Analysing the rights or obligations in such items to determine which are conditional and which are unconditional clarifies the question of whether the entity has an asset or a liability at the acquisition date.* As a result, the IASB concluded that many items previously described as contingent assets or contingent liabilities meet the definition of an asset or a liability in the *Framework* because they contain unconditional rights or obligations as well as conditional rights or obligations. Once the unconditional right in an asset (the unconditional obligation in a liability) is identified, the question to be addressed becomes what is the inflow (outflow) of economic benefits relating to that unconditional right (unconditional obligation).

BC129 The IASB noted that the *Framework* articulates the probability recognition criterion in terms of a flow of economic benefits rather than just direct cash flows. If an entity has an unconditional obligation, it is certain that an outflow of economic benefits from the entity is required, even if there is uncertainty about the timing and the amount of the outflow of benefits associated with a related conditional obligation. Hence, the IASB concluded that the liability (the unconditional obligation) satisfies the *Framework's* probability recognition criterion. That conclusion applies equally to unconditional rights. Thus, if an entity has an unconditional right, it is certain that it has the right to an inflow of economic benefits, and the probability recognition criterion is satisfied.

* Paragraphs BC11–BC17 and BC22–BC26 of the Basis for Conclusions on the draft amendments to IAS 37, published for comment in June 2005, discuss this issue in more detail.

BC130 Therefore, the IASB decided that inclusion of the probability criterion in the revised IFRS 3 is unnecessary because an unconditional right or obligation will always satisfy the criterion. In addition, the IASB made consequential amendments to paragraphs 25 and 33 of IAS 38 *Intangible Assets* to clarify the reason for its conclusion that the probability recognition criterion is always considered to be satisfied for intangible assets that are acquired separately or in a business combination. Specifically, the amendment indicates that an entity expects there to be an inflow of economic benefits embodied in an intangible asset acquired separately or in a business combination, even if there is uncertainty about the timing and the amount of the inflow.

Recognising particular identifiable assets acquired and liabilities assumed

BC131 To help ensure the consistent application of the requirements of the revised standards, the boards decided to provide specific recognition guidance for particular types of identifiable assets acquired and liabilities assumed in a business combination. That guidance and the reasons for it are discussed in the following paragraphs.

Liabilities associated with restructuring or exit activities of the acquiree

BC132 The revised standards explain that an acquirer recognises liabilities for restructuring or exit activities acquired in a business combination only if they meet the definition of a liability at the acquisition date (paragraph 11 of the revised IFRS 3). Costs associated with restructuring or exiting an acquiree's activities that are not liabilities at that date are recognised as post-combination activities or transactions of the combined entity when the costs are incurred. In considering acquired restructuring or exit activities the FASB and the IASB began at different points because the requirements of SFAS 141 and IFRS 3 on the issue differed.

BC133 In applying SFAS 141, acquirers looked to EITF Issue No. 95-3 *Recognition of Liabilities in Connection with a Purchase Business Combination* for guidance on recognising liabilities associated with restructuring or exit activities of an acquirer. EITF Issue 95-3 provided that the costs of an acquirer's plan (a) to exit an activity of an acquired company, (b) to involuntarily terminate the employment of employees of an acquired company or (c) to relocate employees of an acquired company should be recognised as liabilities assumed in a purchase business combination if specified conditions were met. Those conditions did not require the existence of a present obligation to another party. In developing the 2005 Exposure Draft, the FASB concluded, as it did in FASB Statement No. 146 *Accounting for Costs Associated with Exit or Disposal Activities* (SFAS 146), that only present obligations to others are liabilities under the definition in the FASB's Concepts Statement 6. An exit or disposal plan, by itself, does not create a present obligation to others for costs an entity expects to incur under the plan. Thus, an entity's commitment to an exit or disposal plan, by itself, is not a sufficient condition for recognition of a liability. Consistently with that conclusion, SFAS 141(R) nullifies the guidance in EITF Issue 95-3, which was not consistent with SFAS 146.

BC134 Before the IASB issued IFRS 3, IAS 22, like EITF Issue 95-3, required the acquirer to recognise as part of allocating the cost of a combination a provision for terminating or reducing the activities of the acquiree (*a restructuring provision*) that was not a liability of the acquiree at the acquisition date, provided that the acquirer had satisfied specified criteria. The criteria in IAS 22 were similar to those in EITF Issue 95-3. In developing ED 3 and IFRS 3, the IASB considered the view that a restructuring provision that was not a liability of the acquiree at the acquisition date should nonetheless be recognised by the acquirer as part of allocating the cost of the combination if the specified conditions were met. Those supporting this view, including some respondents to ED 3, argued that:

- (a) the estimated cost of terminating or reducing the activities of the acquiree would have influenced the price paid by the acquirer for the acquiree and therefore should be taken into account in measuring goodwill.

- (b) the acquirer is committed to the costs of terminating or reducing the activities of the acquiree because of the business combination. In other words, the combination is the past event that gives rise to a present obligation to terminate or reduce the activities of the acquiree.

BC135 In developing IFRS 3, the IASB rejected those arguments, noting that the price paid by the acquirer would also be influenced by future losses and other 'unavoidable' costs that relate to the future conduct of the business, such as costs of investing in new systems. IFRS 3 did not provide for recognising those costs as liabilities because they do not represent liabilities of the acquiree at the acquisition date, although the expected future outflows may affect the value of existing recognised assets. The IASB concluded that it would be inconsistent to recognise 'unavoidable' restructuring costs that arise in a business combination but to prohibit recognition of a liability for other 'unavoidable' costs to be incurred as a result of the combination.

BC136 The IASB's general criteria for identifying and recognising restructuring provisions are set out in IAS 37. IAS 37 states that a constructive obligation to restructure (and therefore a liability) arises only when the entity has developed a detailed formal plan for the restructuring and either raised a valid expectation in those affected that it will carry out the restructuring or publicly announcing details of the plan or begun implementing the plan. IAS 37 requires such a liability to be recognised when it becomes probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be reliably estimated.

BC137 IFRS 3 reflected the IASB's conclusion that if the criteria in paragraph 31 of IAS 22 for the recognition of a restructuring provision were carried forward, similar items would be accounted for differently. The timing of the recognition of restructuring provisions would differ, depending on whether a plan to restructure arises in connection with, or in the absence of, a business combination. The IASB decided that such a difference would impair the usefulness of the information provided to users about an entity's plans to restructure because both comparability and reliability would be diminished. Accordingly, IFRS 3 contained the same requirements as the revised IFRS 3 for recognising liabilities associated with restructuring or exit activities.

BC138 Few of the comments on the 2005 Exposure Draft from respondents who apply IFRSs in preparing their financial statements addressed its proposal on accounting for costs to restructure or exit activities of an acquiree (restructuring costs). Those who did so generally agreed with its proposal to carry forward the requirement of IFRS 3 for recognising liabilities associated with restructuring or exit activities of an acquiree. But the provisions of the 2005 Exposure Draft on that issue represented a change to GAAP in the United States, and the FASB received several responses objecting to the proposed change. It also received some responses that agreed with them, generally for the same reasons that the boards proposed the provisions in the 2005 Exposure Draft.

BC139 Respondents who disagreed with the proposed accounting for liabilities associated with restructuring or exit activities of an acquiree generally cited one or more of the following reasons in support of their view:

- (a) Acquirers factor restructuring costs into the amount they are willing to pay for the acquiree. Therefore, those costs should be included in accounting for the business combination.
- (b) It is not clear why the boards decided that restructuring costs should not be recognised as liabilities assumed in the business combination when those costs are more likely to be incurred than some of the liabilities related to contingencies that the boards proposed to recognise as liabilities assumed in a combination.
- (c) Capitalising restructuring costs as part of a business combination would be consistent with the accounting for other asset acquisitions in which the amount capitalised is equal to the amount paid to acquire and place the asset in service.

- BC140 The boards were not persuaded by those views. They observed that the view described in paragraph BC139(a) is essentially the same as the view of some respondents to ED 3 discussed in paragraph BC134(a). In addition, the boards noted that the acquirer does not pay the acquiree or its owners for the anticipated costs to restructure or exit activities and the acquirer's plans to do so do not give rise to an obligation and associated liability at the acquisition date. The acquirer ordinarily incurs a liability associated with such costs after it gains control of the acquiree's business.
- BC141 The boards also disagreed with the view that the accounting for costs to restructure or exit some of an acquiree's activities is inconsistent with the requirements of the revised standards on contingencies. On the contrary, the two requirements are consistent with each other because both require recognition of a liability only if an obligation that meets the definition of a liability exists at the acquisition date.
- BC142 The boards also observed that the requirements of the revised standards on restructuring costs are consistent with current practice in accounting for many similar costs expected to be incurred in conjunction with other acquisitions of assets. For example, one airline might acquire an aircraft from another airline. The acquirer was likely to consider the costs of changing the logo on the aircraft and making any other intended changes to its configuration in deciding what it was willing to pay for the aircraft. Other airlines bidding for the aircraft might also have plans to change the aircraft if they were the successful bidders. The nature and extent of the changes each airline expected to make and the costs each would incur were likely to differ.
- BC143 In accordance with both US GAAP and IFRSs, the airline would recognise none of those expected, post-acquisition costs at the date the aircraft is acquired. Instead, those costs are accounted for after control of the aircraft is obtained. If the costs add to the value of the aircraft and meet the related requirements of US GAAP or IFRSs, they will be recognised as assets (probably as an addition to the carrying amount of the aircraft). Otherwise, those additional costs are likely to be charged to expense when incurred.

Operating leases

- BC144 In accordance with both FASB Statement No. 13 *Accounting for Leases* (SFAS 13) and IAS 17 *Leases*, an acquiree that is the lessee in an operating lease does not recognise separately the rights and obligations embodied in operating leases. The boards considered whether to require, for example, the separate recognition of an asset acquired for an acquiree's rights to use property for the specified period and related renewal options or other rights and a liability assumed for an acquiree's obligations to make required lease payments for an operating lease acquired in a business combination. However, at the time they considered how to account for operating leases in a business combination, they were considering adding to their agendas a joint project on accounting for leases. That project was added in 2006. Accordingly, the boards concluded that the revised standards should be consistent with the existing accounting requirements on accounting for leases. Therefore, the revised standards provide that the acquirer recognises no assets or liabilities related to an operating lease in which the acquiree is the lessee other than those referred to in paragraphs B29 and B30 of the revised IFRS 3, which are discussed in the following paragraphs.
- BC145 The 2005 Exposure Draft proposed that the amount by which the terms of an operating lease are favourable or unfavourable in relation to market terms should be recognised as a separate intangible asset, regardless of whether the acquiree is the lessee or the lessor. For the FASB, that proposal would have carried forward the related guidance in SFAS 141 for leases in which the acquiree is the lessee. Some respondents suggested that, instead, the measure of the fair value of an asset subject to an operating lease in which the acquiree is the lessor should take into account the favourable or unfavourable aspect of the lease terms.

- BC146 The boards considered this issue in the context of their respective guidance in other standards on how to determine the fair value of an asset. As noted above, the proposal in the 2005 Exposure Draft was generally consistent with US GAAP for business combinations. However, FASB Statement No. 157 *Fair Value Measurements* (SFAS 157) does not provide guidance on the *unit of valuation*—the level at which an asset or liability is aggregated or disaggregated to determine what is being measured. The IASB also does not have general guidance on determining the unit of valuation. However, IAS 40 *Investment Property* provides that the fair value of investment property takes into account rental income from current leases, and the IASB understands that practice in measuring the fair value of investment property is to take into account the contractual terms of the leases and other contracts in place relating to the asset.
- BC147 The FASB concluded that SFAS 141 should retain the guidance in the 2005 Exposure Draft that the favourable or unfavourable aspect of an operating lease in which the acquiree is the lessor should be separately recognised as an intangible asset or liability. It concluded that separately reporting that amount rather than embedding an aspect of a lease contract in the fair value of the leased asset would provide more complete information to users of the post-combination financial statements. In addition, the FASB noted that reporting the favourable or unfavourable aspect of the lease contract separately would facilitate appropriate amortisation of that amount over the term of the lease rather than over the remaining life of the leased asset. Unlike IAS 16 *Property, Plant and Equipment*, US GAAP does not require an item of property, plant or equipment to be separated into components, with the components depreciated or amortised over different useful lives.
- BC148 The IASB decided to require the acquirer in a business combination to follow the guidance in IAS 40 for assets subject to operating leases in which the acquiree is the lessor. The IASB observed that, for lessors who choose the cost option in IAS 40, both IAS 16 and IAS 38 require use of a depreciation or amortisation method that reflects the pattern in which the entity expects to consume the asset's future economic benefits. In addition, IAS 16 requires each part of an item of property, plant and equipment that has a cost that is significant in relation to the total cost of the item to be depreciated separately. Thus, an entity would be required to adjust the depreciation or amortisation method for the leased asset to reflect the timing of cash flows attributable to the underlying leases. Therefore, although the presentation of operating leases and the underlying leased assets in the statement of financial position will differ depending on whether an entity applies IFRSs or US GAAP, the IASB observed that the identifiable net assets and the depreciation or amortisation recognised in the post-combination financial statements will be the same.

Research and development assets

- BC149 The revised standards require an acquirer to recognise all tangible and intangible research and development assets acquired in a business combination, as was proposed in the 2005 Exposure Draft. Previously, FASB Interpretation No. 4 *Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method* (FASB Interpretation 4) required an acquirer to measure and immediately recognise as expense tangible and intangible assets to be used in research and development that had no alternative future use. A research and development asset was recognised as such only if it had an alternative future use. In contrast, IFRS 3 did not require a research and development asset to have an alternative future use for it to be recognised. The revised standards therefore do not change the provisions of IFRS 3 on that issue. Accordingly, most of the discussion in paragraphs BC150–BC156 pertains to the FASB's consideration of this issue.
- BC150 The FASB concluded that the requirement to write off assets to be used in research and development activities immediately if they have no alternative future use resulted in information that was not representationally faithful. In addition, eliminating that requirement furthers the goal of international convergence of accounting standards. Therefore, SFAS 141(R) supersedes FASB Interpretation 4 and requires research and

development assets acquired in a business combination to be recognised regardless of whether they have an alternative future use.

BC151 Relatively few respondents to the 2005 Exposure Draft commented on the proposed accounting for research and development assets. Those who did so generally disagreed with those proposals (they also generally applied US GAAP rather than IFRSs), citing either or both of the following concerns as support for their view:

- (a) In-process research and development may not meet the definition of an asset in the FASB's Concepts Statement 6 because its low likelihood of success does not represent **probable** future economic benefits.
- (b) The fair value of in-process research and development may not be measurable with sufficient reliability for recognition in financial statements.

The boards rejected both of those views for the reasons explained in the following paragraphs.

BC152 The boards agreed with respondents that the likelihood that an individual research and development project will result in a profitable product is often low. However, the boards also noted that the use of the word *probable* in the FASB's Concepts Statement 6 refers only to something that is not certain. The definition does not use that term as a recognition criterion that specifies the degree of probability of the inflow or outflow of future economic benefits that must be present for an item to qualify for recognition. Therefore, the boards concluded that in-process research and development acquired in a business combination will generally satisfy the definition of an asset because the observable exchange at the acquisition date provides evidence that the parties to the exchange expect future economic benefits to result from that research and development. Uncertainty about the outcome of an individual project is reflected in measuring its fair value.

BC153 The boards also agreed that determining the fair value of in-process research and development requires the use of estimates and judgement, and the resulting amount will generally not be as reliable as the fair values of other assets for which quoted prices in active markets are available. However, the boards observed that use of estimates and judgement, by itself, does not mean that information is unreliable; reliability does not require precision or certainty. For example, paragraph 86 of the IASB's *Framework* says that 'In many cases, cost or value must be estimated; the use of reasonable estimates is an essential part of the preparation of financial statements and does not undermine their reliability.' The boards also noted that the requirement to measure the fair value of in-process research and development assets acquired in a business combination is not new—not even in US GAAP. In accordance with FASB Interpretation 4, that amount was measured but immediately written off. Moreover, respondents to the 2005 Exposure Draft that apply IFRSs generally did not mention any problems with complying with the provisions of IFRS 3 on research and development assets, which are the same as those in the revised standards.

BC154 In developing the 2005 Exposure Draft, the FASB also considered whether it could make further improvements by extending the recognition provisions of SFAS 141(R) for research and development assets to purchases of in-process research and development assets outside a business combination. At that time, the FASB decided not to do so because the additional time needed to deliberate the related issues would have unduly delayed the revised standards.

BC155 Some respondents to the 2005 Exposure Draft objected to the resulting inconsistent US GAAP requirements for research and development assets acquired in a business combination and those acquired in another type of transaction. The FASB agreed with respondents that inconsistent accounting for research and development assets depending on how they are acquired is undesirable. Therefore, the FASB expects to reconsider the accounting for research and development assets acquired by means other than in a business combination separately from its project on business combinations.

BC156 The FASB also decided to provide guidance on the impairment testing of in-process research and development projects that are temporarily idled or abandoned. It did that by means of an amendment to SFAS 142.

Distinguishing identifiable intangible assets from goodwill

BC157 Early in their respective projects on accounting for business combinations, the IASB and the FASB both observed that intangible assets make up an increasing proportion of the assets of many (if not most) entities. The boards also observed that intangible assets acquired in a business combination were often included in the amount recognised as goodwill.

BC158 Both the IASB and the FASB decided that they needed to provide explicit criteria for determining whether an acquired intangible asset should be recognised separately from goodwill. The FASB provided such criteria in SFAS 141 and the IASB provided similar, although not identical, criteria in IAS 38.* One reason for providing such criteria was the boards' conclusion that the decision-usefulness of financial statements would be enhanced if intangible assets acquired in a business combination were distinguished from goodwill. For example, the FASB's Concepts Statement No. 5 *Recognition and Measurement in Financial Statements of Business Enterprises* says that classification in financial statements facilitates analysis by grouping items with essentially similar characteristics and separating items with essentially different characteristics. Analysis aimed at objectives such as predicting amounts, timing and uncertainty of future cash flows requires financial information segregated into reasonably homogeneous groups.

BC159 In developing its 1999 Exposure Draft, the FASB considered various characteristics that might distinguish other intangible assets from goodwill. Because the FASB concluded that identifiability is the characteristic that conceptually distinguishes other intangible assets from goodwill, the 1999 Exposure Draft proposed that intangible assets that are identifiable and reliably measurable should be recognised as assets separately from goodwill. Most respondents to the 1999 Exposure Draft agreed that many intangible assets are identifiable and that various intangible assets are reliably measurable. However, respondents' views on the proposed recognition criteria varied. Many of those respondents suggested alternative recognition criteria and many urged the FASB to clarify the term *reliably measurable*.

BC160 The FASB considered those suggestions and decided to modify the proposed recognition criteria to provide a clearer distinction between intangible assets that should be recognised separately from goodwill and those that should be subsumed into goodwill. The FASB then published a revised exposure draft *Business Combinations and Intangible Assets—Accounting for Goodwill* (2001 Exposure Draft) which proposed that an intangible asset should be recognised separately from goodwill if either:

- (a) control over the future economic benefits of the asset results from contractual or other legal rights (the contractual-legal criterion); or
- (b) the intangible asset is capable of being separated or divided and sold, transferred, licensed, rented or exchanged (either separately or as part of a group of assets) (the separability criterion).

The FASB concluded that sufficient information should exist to measure reliably the fair value of an asset that satisfies either of those criteria. Thus, the change in the recognition criteria eliminated the need explicitly to include *reliably measurable* as a recognition criterion or to clarify the meaning of that term.

* More detailed information about the IASB's reasoning in developing the criteria in IAS 38 is available in its Basis for Conclusions.

- BC161 IAS 38 (as issued by the IASB's predecessor body in 1998) clarified that the definition of an intangible asset required an intangible asset to be identifiable to distinguish it from goodwill. However, it did not define the term *identifiable*. Instead, IAS 38 stated that an intangible asset could be distinguished from goodwill if the asset was separable, though separability was not a necessary condition for identifiability.
- BC162 In developing IFRS 3, the IASB affirmed the conclusion in IAS 38 that identifiability is the characteristic that conceptually distinguishes other intangible assets from goodwill. In addition, the IASB concluded that to provide a definitive basis for identifying and recognising intangible assets separately from goodwill, the concept of identifiability needed to be articulated more clearly. As a result of that consideration, which is discussed in paragraphs BC163–BC165, the IASB developed more definitive criteria for distinguishing between identifiable intangible assets and goodwill and included those criteria in both IFRS 3 and IAS 38 (as revised in 2004).

Reasons for the contractual-legal criterion

- BC163 In developing IFRS 3 and SFAS 141, the IASB and the FASB observed that many intangible assets arise from rights conveyed legally by contract, statute or similar means. For example, franchises are granted to car dealers, fast food outlets and professional sports teams. Trademarks and service marks may be registered with the government. Contracts are often negotiated with customers or suppliers. Technological innovations are often protected by patents. In contrast, goodwill arises from the collection of assembled assets that make up an acquiree or the value created by assembling a collection of assets through a business combination, such as the synergies that are expected to result from combining two or more businesses. Therefore, both boards concluded that the fact that an intangible asset arises from contractual or other legal rights is an important characteristic that distinguishes many intangible assets from goodwill and an acquired intangible asset with that characteristic should be recognised separately from goodwill.

Reasons for the separability criterion

- BC164 As already noted (paragraph BC161), the original version of IAS 38 included separability as a characteristic that helps to distinguish intangible assets from goodwill. In developing IFRS 3, the IASB affirmed that conclusion for the reasons discussed in the following paragraphs.
- BC165 In developing IFRS 3 and SFAS 141, the IASB and the FASB observed that some intangible assets that do not arise from rights conveyed by contract or other legal means are nonetheless capable of being separated from the acquiree and exchanged for something else of value. Others, like goodwill, cannot be separated from an entity and sold or otherwise transferred. Both boards thus concluded that separability is another important characteristic that distinguishes many intangible assets from goodwill. An acquired intangible asset with that characteristic should be recognised separately from goodwill.
- BC166 The FASB's 2001 Exposure Draft proposed that an intangible asset that was not separable individually would meet the separability criterion if it could be sold, transferred, licensed, rented or exchanged along with a group of related assets or liabilities. Some respondents suggested that the FASB should eliminate that requirement, arguing that unless the asset is separable individually it should be included in the amount recognised as goodwill. Others asked the FASB to clarify the meaning of the term *group of related assets*, noting that even goodwill can be separated from the acquiree if the asset group sold constitutes a business.
- BC167 The FASB noted that some intangible assets are so closely related to another asset or liability that they are usually sold as a 'package' (eg deposit liabilities and the related depositor relationship intangible asset). If those intangible assets were subsumed into goodwill, gains might be inappropriately recognised if the intangible asset was later sold along with the related asset or obligation. However, the FASB agreed that the proposed requirement to recognise an intangible asset separately from goodwill if it could be sold or

transferred as part of an asset group was a broader criterion than it had intended. For those reasons, SFAS 141 provided, as do the revised standards, that an intangible asset that is not separable individually meets the separability criterion if it can be separated from the entity and sold, transferred, licensed, rented or exchanged in combination with a related contract, other identifiable asset or other liability.

- BC168 Some respondents to the 2001 Exposure Draft suggested limiting the separability criterion to intangible assets that are separable **and** are traded in observable exchange transactions. Although the FASB agreed that exchange transactions provide evidence of an asset's separability, it concluded that those transactions were not necessarily the only evidence of separability and it did not adopt that suggestion.
- BC169 Other respondents suggested that the separability criterion should be modified to require recognition of an intangible asset separately from goodwill only if management of the entity **intends** to sell, lease or otherwise exchange the asset. The FASB rejected that suggestion because it concluded that the asset's **capability** of being separated from the entity and exchanged for something else of value is the pertinent characteristic of an intangible asset that distinguishes it from goodwill. In contrast, management's intentions are not a characteristic of an asset.

The FASB's reasons for rejecting other recognition criteria suggested for SFAS 141

- BC170 Some respondents suggested that the FASB should eliminate the requirement to recognise intangible assets separately from goodwill. Others suggested that all intangible assets with characteristics similar to goodwill should be included in the amount recorded as goodwill. The FASB rejected those suggestions because they would diminish rather than improve the decision-usefulness of reported financial information.
- BC171 Some respondents doubted their ability to measure reliably the fair values of many intangible assets. They suggested that the only intangible assets that should be recognised separately from goodwill are those that have direct cash flows and those that are bought and sold in observable exchange transactions. The FASB rejected that suggestion. Although the fair value measures of some identifiable intangible assets might lack the precision of the measures for other assets, the FASB concluded that the information that will be provided by recognising intangible assets at their estimated fair values is a more faithful representation than that which would be provided if those intangible assets were subsumed into goodwill. Moreover, including finite-lived intangible assets in goodwill that is not being amortised would further diminish the representational faithfulness of financial statements.

Convergence of criteria in SFAS 141 and IFRS 3

- BC172 The criteria in IFRS 3 for determining if an intangible asset is identifiable and thus should be recognised separately from goodwill included the same contractual or legal and separability conditions as SFAS 141. However, IFRS 3 also included a requirement that the fair value of an identifiable intangible asset should be reliably measurable to be recognised separately. In developing the 2005 Exposure Draft, the boards considered how best to achieve convergence of their respective recognition criteria for intangible assets.
- BC173 In developing IFRS 3, the IASB noted that the fair value of identifiable intangible assets acquired in a business combination is normally measurable with sufficient reliability to be recognised separately from goodwill. The effects of uncertainty because of a range of possible outcomes with different probabilities are reflected in measuring the asset's fair value; the existence of such a range does not demonstrate an inability to measure fair value reliably. IAS 38 (before amendment by the revised IFRS 3) included a rebuttable presumption that the fair value of an intangible asset with a finite useful life acquired in a business combination can be measured reliably. The IASB had concluded that it might not always be possible to measure reliably the fair value of an asset that has an underlying contractual or legal basis. However, IAS 38 provided that the only circumstances in which

it might not be possible to measure reliably the fair value of an intangible asset that arises from legal or other contractual rights acquired in a business combination were if it either:

- (a) is not separable; or
- (b) is separable, but there is no history or evidence of exchange transactions for the same or similar assets, and otherwise estimating fair value would depend on immeasurable variables.

BC174 In developing the 2005 Exposure Draft, the IASB concluded that separate recognition of intangible assets, on the basis of an estimate of fair value, rather than subsuming them in goodwill, provides better information to the users of financial statements even if a significant degree of judgement is required to estimate fair value. For that reason, the IASB decided to propose consequential amendments to IAS 38 to remove the reliability of measurement criterion for intangible assets acquired in a business combination. In redeliberating the proposals in the 2005 Exposure Draft, the IASB affirmed those amendments to IAS 38.

Illustrative list of intangible assets

BC175 The illustrative examples that accompanied IFRS 3 included a list of examples of identifiable intangible assets that might be acquired in a business combination. A similar list accompanies the revised IFRS 3 (see the illustrative examples). The list reflects various changes to similar lists in the exposure drafts that the boards published earlier in their respective projects on business combinations. The boards observed that the list is not exhaustive, and a particular type of intangible asset that was included on an earlier list might not be mentioned in the illustrative examples. That does not necessarily mean that the intangible asset does not qualify as identifiable in accordance with the criteria in the revised standards. An acquirer must consider the nature of each acquired intangible asset in determining whether those criteria are met.

Assembled workforce

BC176 In developing SFAS 141, the FASB did not consider whether an assembled workforce met either the contractual-legal or the separability criterion for recognition as an identifiable intangible asset. Instead, SFAS 141 precluded separate recognition of an assembled workforce because of the FASB's conclusion that techniques to measure the value of an assembled workforce with sufficient reliability were not currently available. IFRS 3 and IAS 38, on the other hand, did not explicitly preclude separate recognition of an assembled workforce. However, paragraph 15 of IAS 38 noted that an entity would not usually have sufficient control over the expected future economic benefits arising from an assembled workforce for it to meet the definition of a separate intangible asset.

BC177 In developing the 2005 Exposure Draft, the boards concluded that an acquirer should not recognise an assembled workforce as a separate intangible asset because it meets neither the contractual-legal nor the separability criterion. The views of respondents who commented on recognition of an assembled workforce were mixed. Some agreed with its proposed recognition prohibition. Others suggested that the boards should reconsider that prohibition; they generally said that an assembled workforce is already valued in many situations for the purpose of calculating a 'contributory asset charge' in determining the fair value of some intangible assets. (In using an 'excess earnings' income valuation technique, a contributory asset charge is required to isolate the cash flows generated by the intangible asset being valued from the contribution to those cash flows made by other assets, including other intangible assets. Contributory asset charges are hypothetical 'rental' charges for the use of those other contributing assets.) Those respondents opposed a prohibition on recognising an assembled workforce as a separate intangible asset; they favoured permitting acquirers to assess whether an assembled workforce is separable in each situation and to recognise those that are separable.

- BC178 In reconsidering the proposal in the 2005 Exposure Draft, the boards concluded that the prohibition of recognising an assembled workforce should be retained. Because an assembled workforce is a collection of employees rather than an individual employee, it does not arise from contractual or legal rights. Although individual employees might have employment contracts with the employer, the collection of employees, as a whole, does not have such a contract. In addition, an assembled workforce is not separable, either as individual employees or together with a related contract, identifiable asset or liability. An assembled workforce cannot be sold, transferred, licensed, rented or otherwise exchanged without causing disruption to the acquirer's business. In contrast, an entity could continue to operate after transferring an identifiable asset. Therefore, an assembled workforce is not an identifiable intangible asset to be recognised separately from goodwill.
- BC179 The boards observed that neither IAS 38 nor SFAS 141 defined an assembled workforce, and that inconsistencies have resulted in practice. In addition, some who objected to the recognition prohibition in the 2005 Exposure Draft apparently consider that an assembled workforce represents the intellectual capital of the skilled workforce—the (often specialised) knowledge and experience that employees of an acquiree bring to their jobs. However, the boards view an assembled workforce as an existing collection of employees that permits an acquirer to continue to operate an acquired business from the acquisition date and they decided to include that definition in the revised standards (paragraph B37 of the revised IFRS 3).
- BC180 The boards observed that the value of intellectual capital is, in effect, recognised because it is part of the fair value of the entity's other intangible assets, such as proprietary technologies and processes and customer contracts and relationships. In that situation, a process or methodology can be documented and followed to the extent that the business would not be materially affected if a particular employee left the entity. In most jurisdictions, the employer usually 'owns' the intellectual capital of an employee. Most employment contracts stipulate that the employer retains the rights to and ownership of any intellectual property created by the employee. For example, a software program created by a particular employee (or group of employees) would be documented and generally would be the property of the entity. The particular programmer who created the program could be replaced by another software programmer with equivalent expertise without significantly affecting the ability of the entity to continue to operate. But the intellectual property created in the form of a software program is part of the fair value of that program and is an identifiable intangible asset if it is separable from the entity. In other words, the prohibition of recognising an assembled workforce as an intangible asset does not apply to intellectual property; it applies only to the value of having a workforce in place on the acquisition date so that the acquirer can continue the acquiree's operations without having to hire and train a workforce.

Reacquired rights

- BC181 As part of a business combination, an acquirer may reacquire a right that it had previously granted to the acquiree to use the acquirer's recognised or unrecognised intangible assets. Examples of such rights include a right to use the acquirer's trade name under a franchise agreement or a right to use the acquirer's technology under a technology licensing agreement. The 2005 Exposure Draft proposed, and the revised standards require, an acquirer to recognise such a reacquired right as an identifiable intangible asset (paragraph B35 of the revised IFRS 3). The fair value of a reacquired right is to be amortised over the remaining term of the contract that gave rise to the right. For entities applying US GAAP, that guidance is not new; it is the same as the related guidance in EITF Issue 04-1. (Paragraphs BC308–BC310 discuss the measurement of reacquired rights.)
- BC182 A few respondents to the 2005 Exposure Draft disagreed with recognising a reacquired right as an identifiable intangible asset because they considered that doing so was the same as recognising an internally generated intangible asset. Some suggested recognising a reacquired right as the settlement of a pre-existing relationship; others said that a reacquired right should be recognised as part of goodwill.

- BC183 The boards rejected the alternative of treating a reacquired right as the termination of a pre-existing relationship because reacquisition of, for example, a franchise right does not terminate the right. After a business combination, the right to operate a franchised outlet in a particular region continues to exist. The difference is that the acquirer, rather than the acquiree by itself, now controls the franchise right.
- BC184 The boards also rejected recognising a reacquired right as part of goodwill. Supporters of that alternative consider that such a right differs from other identifiable intangible assets recognised in a business combination because, from the perspective of the combined entity, a franchising relationship with an outside party no longer exists. As already noted, however, the reacquired right and the related cash flows continue to exist. The boards concluded that recognising that right separately from goodwill provides users of the financial statements of the combined entity with more decision-useful information than subsuming the right into goodwill. The boards also observed that a reacquired right meets the contractual-legal and the separability criteria and therefore qualifies as an identifiable intangible asset.

Classifying and designating assets acquired and liabilities assumed

- BC185 In some situations, IFRSs and US GAAP provide for different accounting depending on how a particular asset or liability is classified or designated. For example, in accordance with both IAS 39 *Financial Instruments: Recognition and Measurement* and FASB Statement No. 115 *Accounting for Certain Investments in Debt and Equity Securities*, the accounting for particular financial instruments differs depending on how the instrument is classified, for example, as at fair value through profit or loss, available for sale or held to maturity. Another example is the accounting for a derivative instrument in accordance with either IAS 39 or FASB Statement No. 133 *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), which depends on whether the derivative is designated as a hedge, and if so, the type of hedge designated.
- BC186 The 2005 Exposure Draft proposed that the classification of an acquired lease would not change from the acquiree's classification at lease inception unless the terms of the lease were modified as a result of the business combination in a way that would require a different classification in accordance with IAS 17 or SFAS 13. But that exposure draft did not address classification or designation issues pertaining to other types of contracts. Some respondents and others asked the boards to provide additional guidance on when the acquirer in a business combination should reconsider and perhaps change the classification or designation of a contract for the purpose of applying other accounting requirements.
- BC187 The boards decided that providing a general principle for classifying or designating contracts acquired in a business combination would facilitate consistent implementation of the revised standards. They observed that application of the acquisition method results in the initial recognition in the acquirer's financial statements of the assets acquired and liabilities assumed in a business combination. Therefore, in concept, the acquirer should classify and designate all items acquired in a business combination at the acquisition date in the context of the contractual terms, economic conditions and other pertinent factors at that date. That concept underlies the classification and designation principle (paragraph 15 of the revised IFRS 3).
- BC188 In the two situations described in paragraph 17 of the revised IFRS 3, classification of a lease contract as an operating lease or a finance lease and classification of a contract as an insurance or reinsurance contract or a deposit contract, other IFRSs and US GAAP require an entity to classify a contract only at its inception, on the basis of contractual terms and other factors at that date. Because those requirements apply to specific types of contracts regardless of the identity of the parties to the contract, the boards concluded that such requirements should also apply in accounting for a business combination. Thus, the revised standards provide an exception to the principle for classifying and designating assets acquired and liabilities assumed in a business combination for the two types of contracts identified in paragraph 17.

Recognition, classification and measurement guidance for insurance and reinsurance contracts

- BC189 SFAS 141(R) provides guidance specific to insurance and reinsurance contracts acquired or assumed in a business combination, primarily by means of amendments to other insurance-related standards. Paragraphs BC190–BC195 discuss that guidance. Paragraph BC196 discusses the IASB’s guidance on recognition and measurement of insurance contracts in a business combination, which is provided in IFRS 4 *Insurance Contracts*.
- BC190 The FASB decided that insurance and reinsurance contracts acquired in a business combination should be accounted for on a fresh start (new contract) basis. Accordingly, all assets and liabilities arising from the rights and obligations of insurance and reinsurance contracts acquired in a business combination are recognised at the acquisition date, measured at their acquisition-date fair values. That recognition and measurement might include a reinsurance recoverable, a liability to pay future contract claims and claims expenses on the unexpired portion of the acquired contracts and a liability to pay incurred contract claims and claims expenses. However, those assets acquired and liabilities assumed would not include the acquiree’s insurance and reinsurance contract accounts such as deferred acquisition costs and unearned premiums that do not represent future cash flows. The FASB considers that model the most consistent with the acquisition method and with the accounting for other types of contracts acquired in a business combination.
- BC191 The FASB also decided to require the acquirer to carry forward the acquiree’s classification of a contract as an insurance or reinsurance contract (rather than a deposit) on the basis of the terms of the acquired contract and any related contracts or agreements at the inception of the contract. If the terms of those contracts or agreements have been modified in a manner that would change the classification, the acquirer determines the classification of the contract on the basis of its terms and other pertinent factors as of the modification date, which may be the acquisition date. Consideration of related contracts and arrangements is important in assessing whether a contract qualifies as insurance or reinsurance because they can significantly affect the amount of risk transferred.
- BC192 SFAS 141(R) also requires the fair value of the insurance and reinsurance contracts acquired in a business combination to be separated into (a) insurance and reinsurance US GAAP accounting balances using the acquirer’s accounting policies and (b) an intangible asset (or, at times that are expected to be rare, another liability). That guidance permits the acquirer to report the acquired business subsequently on the same basis as its written business (with the exception of the amortisation of the intangible asset). Other contracts providing for third-party contingent commissions would be accounted for in the same way as other contingencies, and contracts that provide guarantees of the adequacy of claims liabilities would be accounted for as indemnifications.
- BC193 The FASB concluded that the intangible asset should be amortised on a basis consistent with the measurement of the liability. For example, for most short-duration contracts such as property and liability insurance contracts, US GAAP claims liabilities are not discounted, so amortising the intangible asset like a discount using an interest method could be an appropriate method. For particular long-duration contracts such as most traditional life insurance contracts, using a basis consistent with the measurement of the liability would be similar to the guidance provided in paragraph 31 of FASB Statement No. 60 *Accounting and Reporting by Insurance Enterprises* (SFAS 60).
- BC194 The FASB considered several implementation issues identified by respondents to the 2005 Exposure Draft but decided that specifying the fresh start model for acquired insurance and reinsurance contracts and providing limited guidance on subsequent accounting, including requiring the intangible asset to be amortised on a basis consistent with the liability, should be sufficient to resolve most practice issues. That level of guidance is also consistent with the limited guidance provided by IFRS 4.

- BC195 The FASB decided to provide the guidance on recognition and measurement, including subsequent measurement, of insurance and reinsurance contracts acquired in a business combination by means of an amendment to SFAS 60. That parallels the location of the IASB's business combination guidance for insurance contracts in IFRS 4 and will make it easier to address any changes in that guidance that might result if the FASB and the IASB eventually undertake a joint project to reconsider comprehensively the accounting for insurance contracts.
- BC196 Paragraphs 31–33 of IFRS 4 deal with limited aspects of insurance contracts acquired in a business combination. That guidance was developed in phase I of the IASB's project on insurance contracts. The IASB decided not to amend those paragraphs in phase II of the business combinations project, so as not to pre-empt phase II of the IASB's project on insurance contracts. In May 2007 the IASB published its initial thoughts for phase II of that project in a discussion paper *Preliminary Views on Insurance Contracts*.

Measurement

- BC197 Paragraph 18 of the revised IFRS 3 establishes the principle that the identifiable assets acquired and liabilities assumed should be measured at their acquisition-date fair values. The reasons for that principle and its application to contingencies and non-controlling interests are discussed in paragraphs BC198–BC245, and the definition of fair value is discussed in paragraphs BC246–BC251. The revised standards provide guidance on determining the acquisition-date fair value of particular types of assets acquired, which is discussed in paragraphs BC252–BC262. The exceptions to the measurement principle are discussed in paragraphs BC279–BC311.

Why establish fair value as the measurement principle?

Identifiable assets acquired and liabilities assumed

- BC198 In developing the measurement principle in the revised standards, the boards concluded that fair value is the most relevant attribute for assets acquired and liabilities assumed in a business combination. Measurement at fair value also provides information that is more comparable and understandable than measurement at cost or on the basis of allocating the total cost of an acquisition. Both IFRS 3 and SFAS 141 required allocation of that cost on the basis of the fair value of the assets acquired and the liabilities assumed. However, other guidance in those standards required measurements that were other than fair value. Moreover, SFAS 141's requirements for measuring identifiable assets acquired and liabilities assumed in an acquisition achieved in stages (a step acquisition) and in acquisitions of less than all of the equity interests in the acquiree resulted in another difference between fair value measurement of identifiable assets and liabilities and the process of accumulating and allocating costs. Those requirements were the same as the benchmark treatment in IAS 22, which IFRS 3 replaced. The following paragraphs discuss both the IASB's reasons for that change to IAS 22 and the FASB's reasons for the change to SFAS 141's requirements for step acquisitions, as well as providing additional discussion of the reasons for the fair value measurement principle in the revised standards.
- BC199 In developing IFRS 3 and SFAS 141(R), respectively, the boards examined the inconsistencies that resulted from applying the benchmark treatment in IAS 22 and the provisions of SFAS 141, and the related implementation guidance, to acquisitions of businesses. For a step acquisition, that process involved accumulating the costs or carrying amounts of earlier purchases of interests in an entity, which may have occurred years or decades ago. Those amounts were added to the current costs to purchase incremental interests in the acquiree on the acquisition date. The accumulated amounts of those purchases were then allocated to the assets acquired and liabilities assumed. Allocating the accumulated amounts generally resulted in recognising the identifiable assets and liabilities of the acquiree at a mixture of current exchange prices and carry-forward book values for each earlier purchase rather than at their acquisition-date fair values. Users of financial statements have long criticised those practices as resulting

in information that lacks consistency, understandability and usefulness. For example, in response to the September 1991 FASB Discussion Memorandum *Consolidation Policy and Procedures*, an organisation representing lending officers said:

[We believe] that the assets and liabilities of the subsidiary [acquiree] reported in the consolidation should reflect the full values established by the exchange transaction in which they were purchased. . . . [We believe] the current practice of reporting individual assets and liabilities at a mixture of some current exchange prices and some carry-forward book values is **dangerously misleading**. [emphasis added]

BC200 The boards concluded that no useful purpose is served by reporting the assets or liabilities of a newly acquired business using a mixture of their fair values at the date acquired and the acquirer's historical costs or carrying amounts. Amounts that relate to transactions and events occurring before the business is included in the acquirer's financial statements are not relevant to users of those financial statements.

BC201 The boards also observed the criticisms of the information resulting from application of the cost accumulation and allocation process to acquisitions of businesses that resulted in ownership of less than all of the equity interests in the acquiree. In those circumstances, application of the cost accumulation and allocation process also resulted in identifiable assets and liabilities being assigned amounts that were generally not their acquisition-date fair values. For example, in its 1993 Position Paper *Financial Reporting in the 1990s and Beyond* the Association for Investment Management and Research (AIMR)* said:

An even more difficult situation arises when Firm B acquires less than total ownership of Firm A. Under current practice, only the proportionate share of Firm A's assets and liabilities owned by Firm B are re-valued, but all of Firm A's assets and liabilities—partially re-valued, partially not—are consolidated with those of Firm B, none of whose assets and liabilities have been re-valued. What a melange! **The result is a combination of historic and current values that only a mystic could sort out with precision.** [page 28, emphasis added]

BC202 In contrast, if all of the interests in the business were acquired in a single purchase, the process of assigning that current purchase price generally resulted in the assets and liabilities being measured and recognised at their acquisition-date fair values. Thus, the reported amounts of assets and liabilities differed depending on whether an acquirer purchased all of the equity interests in an acquiree in one transaction or in multiple transactions.

BC203 The boards concluded that measuring assets acquired or liabilities assumed at amounts other than their fair values at the acquisition date does not faithfully represent their economic values or the acquirer's economic circumstances resulting from the business combination. As discussed in paragraph BC37, an important purpose of financial statements is to provide users with relevant and reliable information about the performance of the entity and the resources under its control. That applies regardless of the extent of the ownership interest a parent holds in a particular subsidiary. The boards concluded that measurement at fair value enables users to make a better assessment of the cash-generating abilities of the identifiable net assets acquired in the business combination and the accountability of management for the resources entrusted to it. Thus, the fair value measurement principle in the revised standards will improve the completeness, reliability and relevance of the information reported in an acquirer's financial statements. The boards also concluded that application of that measurement principle should not impose undue incremental costs on entities because it was also necessary to measure the fair values of assets acquired and liabilities assumed under the provisions of IFRS 3 and SFAS 141, even though those fair values were not always the amounts at which assets and liabilities were recognised.

* Subsequently, the AIMR changed its name to the CFA Institute. References to the organisation in this Basis for Conclusions use its name at the date it published a particular paper.

BC204 Thus, the revised standards reflect the decisions of the IASB and the FASB to develop a standard (and related application guidance) for measuring assets acquired and liabilities assumed in a business combination that:

- (a) is consistent with the general principle of initially measuring assets acquired and liabilities assumed at their fair values, thereby improving the relevance and comparability of the resulting information about the assets acquired and liabilities assumed;
- (b) eliminates inconsistencies and other deficiencies of the purchase price allocation process, including those in acquisitions of businesses that occur in stages and those in which the acquirer obtains a business without purchasing all, or perhaps any, of the acquiree's equity interests on the acquisition date; and
- (c) can be applied in practice with a reasonably high degree of consistency and without imposing undue costs.

Non-controlling interests

BC205 The 2005 Exposure Draft proposed that a non-controlling interest in an acquiree should be determined as the sum of the non-controlling interest's proportional interest in the identifiable assets acquired and liabilities assumed plus the non-controlling interest's share of goodwill. Thus, because goodwill is measured as a residual, the amount recognised for a non-controlling interest in an acquiree would also have been a residual. Also, an important issue in deciding how to measure a non-controlling interest was whether its share of goodwill should be recognised (often referred to as the 'full goodwill versus partial goodwill issue'). In developing the 2005 Exposure Draft, the boards concluded that it should be recognised (in other words, they selected the 'full goodwill' alternative).

BC206 In redeliberating the 2005 Exposure Draft, the boards observed that they had specified the mechanics of determining the reported amount of a non-controlling interest but had not identified its measurement attribute. The result of those mechanics would have been that the non-controlling interest was effectively measured as the 'final residual' in a business combination. That is to say, the reported amount of the non-controlling interest depended on the amount of goodwill attributed to it, and goodwill is measured as a residual. Thus, in a sense, a non-controlling interest would have been the residual after allocating the residual, or the residual of a residual.

BC207 The boards concluded that, in principle, it is undesirable to have two residual amounts in accounting for a business combination. They also observed that goodwill cannot be measured as other than as a residual; measuring the fair value of goodwill directly would not be possible. In contrast, an acquirer can measure the fair value of a non-controlling interest, for example, on the basis of market prices for the shares held by non-controlling shareholders or by applying another valuation technique. The non-controlling interest in the acquiree is a component of a business combination in which less than 100 per cent of the equity interests are acquired, and the boards concluded that, in concept, the non-controlling interest, like other components of the combination, should be measured at fair value. The boards concluded that the decision-usefulness of information about a non-controlling interest would be improved if the revised standards specified a measurement attribute for a non-controlling interest rather than merely mechanics for determining that amount. They also concluded that, in principle, the measurement attribute should be fair value. The boards also understand from consultation with some constituents who use financial statements for making (or making recommendations about) investment decisions that information about the acquisition-date fair value of a non-controlling interest would be helpful in estimating the value of shares of the parent company, not only at the acquisition date but also at future dates.

BC208 The boards also observed that a non-controlling interest is a component of equity in the acquirer's consolidated financial statements and that measuring a non-controlling interest at its acquisition-date fair value is consistent with the way in which other components of equity are measured. For example, outstanding shares of the parent company, including shares issued to former owners of an acquiree to effect a business combination, were measured in the financial statements at their fair value (market price) on the date they were issued. Accordingly, the fair value measurement principle in SFAS 141(R) applies to a non-controlling interest in an acquiree, and the revised IFRS 3 permits an acquirer to measure a non-controlling interest in an acquiree at its acquisition-date fair value.

IFRS 3's choice of measurement basis for a non-controlling interest

BC209 The IASB concluded that, in principle, an acquirer should measure all components of a business combination, including any non-controlling interest in an acquiree, at their acquisition-date fair values. However, the revised IFRS 3 permits an acquirer to choose whether to measure any non-controlling interest in an acquiree at its fair value or as the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

BC210 Introducing a choice of measurement basis for non-controlling interests was not the IASB's first preference. In general, the IASB believes that alternative accounting methods reduce the comparability of financial statements. However, the IASB was not able to agree on a single measurement basis for non-controlling interests because neither of the alternatives considered (fair value and proportionate share of the acquiree's identifiable net assets) was supported by enough board members to enable a revised business combinations standard to be issued. The IASB decided to permit a choice of measurement basis for non-controlling interests because it concluded that the benefits of the other improvements to, and the convergence of, the accounting for business combinations developed in this project outweigh the disadvantages of allowing this particular option.

BC211 The following sections (a) provide additional information about the measurement alternatives considered by the IASB, (b) summarise the main effects of permitting a choice in measurement basis and (c) discuss the effect on convergence.

Measurement alternatives

BC212 Although the IASB supports the principle of measuring all components of a business combination at fair value, support for that principle was not unanimous. Some IASB members did not support that principle because it would require measuring non-controlling interests at fair value. For that reason, those IASB members supported making an exception to the measurement principle for the non-controlling interest in an acquiree.

BC213 Some other IASB members supported an exception for the non-controlling interest for different reasons. Some advocated an exception on the basis that they did not have sufficient evidence to assess the marginal benefits of reporting the acquisition-date fair value of non-controlling interests. Those members concluded that, generally, the fair value of the non-controlling interest could be measured reliably, but they noted that it would be more costly to do so than measuring it at its proportionate share of the acquiree's identifiable net assets. Those members observed that many respondents had indicated that they saw little information of value in the reported non-controlling interest, no matter how it is measured.

BC214 Those IASB members who did not support making an exception concluded that the marginal benefits of reporting the acquisition-date fair value of non-controlling interests exceed the marginal costs of measuring it.

BC215 The IASB considered making it a requirement to measure non-controlling interests at fair value unless doing so would impose undue cost or effort on the acquirer. However, feedback from constituents and staff research indicated that it was unlikely that the term *undue cost or effort* would be applied consistently. Therefore, such a requirement would

be unlikely to increase appreciably the consistency with which different entities measured non-controlling interests.

- BC216 The IASB reluctantly concluded that the only way the revised IFRS 3 would receive sufficient votes to be issued was if it permitted an acquirer to measure a non-controlling interest either at fair value or at its proportionate share of the acquiree's identifiable net assets, on a transaction-by-transaction basis.

Effects of the optional measurement of non-controlling interests

- BC217 The IASB noted that there are likely to be three main differences in outcome that occur when the non-controlling interest is measured as its proportionate share of the acquiree's identifiable net assets, rather than at fair value. First, the amounts recognised in a business combination for non-controlling interests and goodwill are likely to be lower (and these should be the only two items affected on initial recognition). Second, if a cash-generating unit is subsequently impaired, any resulting impairment of goodwill recognised through income is likely to be lower than it would have been if the non-controlling interest had been measured at fair value (although it does not affect the impairment loss attributable to the controlling interest).

- BC218 The third difference arises if the acquirer subsequently purchases some (or all) of the shares held by the non-controlling shareholders. If the non-controlling interests are acquired, presumably at fair value, the equity of the group is reduced by the non-controlling interests' share of any unrecognised changes in the fair value of the net assets of the business, including goodwill. If the non-controlling interest is measured initially as a proportionate share of the acquiree's identifiable net assets, rather than at fair value, that reduction in the reported equity attributable to the acquirer is likely to be larger. This matter was considered further in the IASB's deliberations on the proposed amendments to IAS 27.

Convergence

- BC219 Both boards decided that, although they would have preferred to have a common measurement attribute for non-controlling interests, they had considered and removed as many differences between IFRS 3 and SFAS 141 as was practicable.

- BC220 The boards were unable to achieve convergence of their respective requirements in several areas because of existing differences between IFRSs and US GAAP requirements outside a business combination. The boards observed that the accounting for impairments in IFRSs is different from that in US GAAP. This means that even if the boards converged on the initial measurement of non-controlling interests, and therefore goodwill, the subsequent accounting for goodwill would not have converged. Although this is not a good reason for allowing divergence in the initial measurement of non-controlling interests, it was a mitigating factor.

- BC221 Because most business combinations do not involve a non-controlling interest, the boards also observed that the revised standards will align most of the accounting for most business combinations regardless of the different accounting for non-controlling interests in the revised standards.

Measuring assets and liabilities arising from contingencies, including subsequent measurement

- BC222 FASB Statement No. 5 *Accounting for Contingencies* (SFAS 5) defines a *contingency* as an existing condition, situation or set of circumstances involving uncertainty as to possible gain or loss to an entity that will ultimately be resolved when one or more future events occur or fail to occur. SFAS 141(R) refers to the assets and liabilities to which contingencies relate as *assets and liabilities arising from contingencies*. For ease of discussion, this Basis for Conclusions also uses that term to refer broadly to the issues related to contingencies, including the issues that the IASB considered in developing its

requirements on recognising and measuring contingent liabilities in a business combination (paragraphs BC242–BC245 and BC272–BC278).

BC223 The revised standards require the assets and liabilities arising from contingencies that are recognised as of the acquisition date to be measured at their acquisition-date fair values. That requirement is generally consistent with the measurement requirements of IFRS 3, but it represents a change in the way entities generally applied SFAS 141. In addition, the IASB's measurement guidance on contingent liabilities carries forward the related guidance in IFRS 3, pending completion of the project to revise IAS 37 (paragraphs BC272–BC276). Accordingly, the FASB's and the IASB's conclusions on measuring assets and liabilities arising from contingencies are discussed separately.

The FASB's conclusions on measuring assets and liabilities arising from contingencies

BC224 The amount of an asset or a liability arising from a contingency recognised in accordance with SFAS 141 was seldom the acquisition-date fair value. Rather, it was often the settlement amount or a best estimate of the expected settlement amount on the basis of circumstances existing at a date after the acquisition date.

BC225 In developing the 2005 Exposure Draft, the FASB considered whether to require a strict SFAS 5 approach for the initial measurement and recognition of all contingencies in a business combination. That would mean that contingencies that did not meet the SFAS 5 'probability' criterion would be measured at zero (or at a minimum amount that qualifies as probable) rather than at fair value. Some constituents said that applying SFAS 5 in accounting for a business combination might be a practical way to reduce the costs and measurement difficulties involved in obtaining the information and legal counsel needed to measure the fair value of numerous contingencies that the acquiree had not recognised in accordance with SFAS 5.

BC226 The FASB observed that paragraph 17(a) of SFAS 5 states that 'Contingencies that might result in gains usually are not reflected in the accounts since to do so might be to recognize revenue prior to its realisation.' Thus, to apply SFAS 5 in accounting for a business combination in the same way it is applied in other situations was likely to result in non-recognition of gain contingencies, including those for which all of the needed information is available at the acquisition date. The FASB concluded that that would be a step backwards; SFAS 141 already required the recognition of gain contingencies at the acquisition date and for which fair value is determinable (paragraphs 39 and 40(a) of SFAS 141). Also, in accordance with SFAS 5's requirements, contingent losses that arise outside a business combination are not recognised unless there is a high likelihood of a future outflow of resources. In addition, because goodwill is calculated as a residual, omitting an asset for an identifiable contingent gain would also result in overstating goodwill. Similarly, omitting a liability for a contingent loss would result in understating goodwill. Thus, the FASB rejected the SFAS 5 approach in accounting for a business combination.

BC227 The FASB also considered but rejected retaining existing practice based on FASB Statement No. 38 *Accounting for Preacquisition Contingencies of Purchased Enterprises* (SFAS 38), which SFAS 141 carried forward without reconsideration. For the reasons described in the preceding paragraph, the FASB concluded that continuing to permit the delayed recognition of most assets and liabilities arising from contingencies that occurred in applying SFAS 141 and the related guidance would fail to bring about needed improvements in the accounting for business combinations. The FASB decided that requiring an acquirer to measure at fair value and recognise any assets and liabilities arising from contingencies that meet the conceptual elements definition would help bring about those needed improvements, in particular, improvements in the completeness of reported financial information.

BC228 Some respondents to the 2005 Exposure Draft were concerned about the ability to measure reliably the fair value of assets and liabilities arising from contingencies at the acquisition date. The FASB concluded that measuring the fair value of an asset or a liability arising from a contractual contingency with sufficient reliability as of the acquisition date should not be more difficult than measuring the fair value of many other assets and liabilities that the revised standards require to be measured at fair value as of that date. The terms of the contract, together with information developed during the acquisition process, for example, to determine the price to be paid, should provide the needed information. Sufficient information is also likely to be available to measure the acquisition-date fair value of assets and liabilities arising from non-contractual contingencies that satisfy the more-likely-than-not criterion (see paragraphs BC270 and BC271). The FASB acknowledges that non-contractual assets and liabilities that do not meet that criterion at the acquisition date are most likely to raise difficult measurement issues and concerns about the reliability of those measures. To address those reliability concerns, the FASB decided that an acquirer should not measure and recognise such assets and liabilities. Rather, assets and liabilities arising from non-contractual contingencies that do not satisfy the more-likely-than-not criterion at the acquisition date are accounted for in accordance with other US GAAP, including SFAS 5.

BC229 The FASB also observed that respondents who are concerned about the reliability with which the fair values of assets and liabilities arising from contingencies can be measured may be interpreting *reliable measurement* differently from the FASB. To determine a reliable measure of the fair value of a contingency, the acquirer need not be able to determine, predict or otherwise know the ultimate settlement amount of that contingency at the acquisition date (or within the measurement period) with certainty or precision.

BC230 In 2006 the FASB and the IASB published for comment the first discussion paper in their joint project to improve their respective conceptual frameworks. Paragraph QC21 of that paper—*Preliminary Views on an improved Conceptual Framework for Financial Reporting: The Objective of Financial Reporting and Qualitative Characteristics of Decision-useful Financial Reporting Information*—discusses the relationship between faithful representation, the quality of decision-useful financial reporting information that pertains to the reliability of information, and precision. It says that accuracy of estimates is desirable and some minimum level of accuracy is necessary for an estimate to be a faithful representation of an economic phenomenon. However, faithful representation implies neither absolute precision in the estimate nor certainty about the outcome.

BC231 The FASB concluded that the fair values of assets and liabilities arising from contingencies meeting the recognition criteria of SFAS 141(R) are measurable with sufficient reliability as of the acquisition date for recognition in accounting for a business combination if the estimates are based on the appropriate inputs and each input reflects the best available information about that factor. The FASB acknowledges that the fair value measured at the acquisition date will not be the amount for which the asset or liability is ultimately settled, but it provides information about the current value of an asset or a liability by incorporating uncertainty into the measure.

Subsequent measurement of assets and liabilities arising from contingencies

BC232 The FASB observed that applying SFAS 5 in the post-combination period to a recognised liability or asset arising from a contingency that did not meet the SFAS 5 probability threshold at the acquisition date would result in derecognising that liability or asset and reporting a gain or loss in income of the post-combination period. That result would not faithfully represent the economic events occurring in that period. The FASB noted that similar concerns about the potential for misleading reporting consequences do not exist for many financial instruments arising from contingencies, such as options, forward contracts and other derivatives. Such assets and liabilities generally would continue to be measured at fair value in accordance with other applicable US GAAP, which also provides guidance on how to report subsequent changes in the fair values of financial instruments in earnings or comprehensive income. Thus, the FASB decided that it must address the subsequent measurement of assets and liabilities arising from contingencies recognised in a business

combination. However, it limited the scope of that effort to assets and liabilities that would be subsequently subject to SFAS 5.

BC233 The FASB considered five alternatives for subsequent measurement of assets and liabilities arising from contingencies that would be subject to SFAS 5 if not acquired or assumed in a business combination:

Alternative 1—Subsequently measuring at fair value

Alternative 2—Subsequently reporting amounts initially recognised in a business combination at their acquisition-date fair values until the acquirer obtains new information about the possible outcome of the contingency. When new information is obtained the acquirer evaluates that new information and measures a liability at the **higher** of its acquisition-date fair value or the amount that would be recognised if applying SFAS 5 and an asset at the **lower** of its acquisition-date fair value or the best estimate of its future settlement amount

Alternative 3—‘Freezing’ amounts initially recognised in a business combination

Alternative 4—Applying an interest allocation method (similar to the model in FASB Statement No. 143 *Accounting for Asset Retirement Obligations* (SFAS 143))

Alternative 5—Applying a deferred revenue method, but only to those items that relate to revenue-generating activities.

BC234 Paragraphs BC224–BC231 discuss the reasons for the FASB’s decision to require fair value measurement for initial recognition of assets and liabilities arising from contingencies. For many of those same reasons, the FASB considered requiring Alternative 1—subsequent measurement at fair value. For a variety of reasons, the FASB ultimately rejected that alternative. Adopting this alternative would mean that for some entities (maybe many entities) assets and liabilities arising from contingencies acquired in a business combination would be reported at fair value, while other similar assets and liabilities would be reported at SFAS 5 amounts—different measurement of similar assets and liabilities would make financial reports more difficult to understand. The FASB noted that a project on business combinations would not be the appropriate place to address broadly perceived deficiencies in SFAS 5. Moreover, at the same time as SFAS 141(R) was finalised, the FASB was considering adding a project to its technical agenda to reconsider comprehensively the accounting for contingencies in SFAS 5. (The FASB added a project to reconsider the accounting for contingencies to its agenda in September 2007.) The FASB concluded that requiring assets and liabilities arising from contingencies to be subsequently measured at fair value was premature and might prejudice the outcome of its deliberations in that project.

BC235 The FASB decided, as a practical alternative, to require Alternative 2. In accordance with that approach, the acquirer continues to report an asset or liability arising from a contingency recognised as of the acquisition date at its acquisition-date fair value in the absence of new information about the possible outcome of the contingency. When such new information is obtained, the acquirer evaluates that information and measures the asset or liability as follows:

- (a) a liability is measured at the **higher** of:
 - (i) its acquisition-date fair value; or
 - (ii) the amount that would be recognised if applying SFAS 5.

- (b) an asset is measured at the **lower** of:
 - (i) its acquisition-date fair value; or
 - (ii) the best estimate of its future settlement amount.

BC236 The FASB concluded that this alternative was a practical bridge between improved reporting at the acquisition date and subsequent accounting under the existing requirements of SFAS 5. It would not prejudge the outcome of deliberations that the FASB will have in a project to reconsider SFAS 5. It also addressed the concerns of some constituents that requiring contingencies to be subsequently measured at fair value would result in contingencies acquired or assumed in a business combination being measured differently from contingencies that arise outside of a business combination.

BC237 The FASB observed that this alternative provides slightly different guidance for liabilities from its guidance for assets. Unlike liabilities, it could not require assets to be measured at the lower of their acquisition-date fair values or *the amounts that would be recognised if applying SFAS 5*. Because SFAS 5 does not allow recognition of gain contingencies, the amount that would be recognised by applying SFAS 5 to an asset would be zero. Thus, the FASB decided that an asset arising from a contingency should be measured at the lower of its acquisition-date fair value or *the best estimate of its future settlement amount*. The FASB believes that that measure is similar to the measure required by SFAS 5 for liabilities (loss contingencies). The FASB also observed that the approach for assets allows for the recognition of impairments to the asset; it requires an asset to be decreased to the current estimate of the amount the acquirer expects to collect.

BC238 The FASB rejected Alternative 3—freezing the amounts initially recognised. The FASB observed that this alternative results in less relevant information than Alternative 2. Because the FASB views Alternative 2 as a practical and operational solution, it saw no compelling reason to adopt a less optimal alternative. The FASB also rejected Alternative 4—the interest allocation method. In accordance with that method, the contingency would be remeasured using a convention similar to SFAS 143 whereby interest rates are held constant for initial cash flow assumptions. The FASB noted that the reasons for selecting the interest allocation method in SFAS 143 for long-term asset retirement obligations, including concerns about income statement volatility, are not compelling for contingencies such as warranties and pending litigation that generally have shorter lives.

BC239 In accordance with Alternative 5—the deferred revenue method—the acquisition-date fair value of a deferred revenue liability (performance obligation) would be amortised after the acquisition date, like the approach for separately priced extended warranties and product maintenance contracts acquired outside a business combination. Accruals would be added to the contingency for subsequent direct costs. The FASB acknowledged that the costs to apply that measurement approach would be lower than other measurement approaches. However, the FASB concluded that the potential reduction in costs does not justify (a) creating inconsistencies in the subsequent accounting for particular classes of contingencies acquired or assumed in a business combination and (b) the diminished relevance of the resulting information. Thus, the FASB also rejected Alternative 5. Some respondents to the 2005 Exposure Draft supported recognition of subsequent changes in the amounts recognised for assets and liabilities arising from contingencies either as adjustments to goodwill or in comprehensive income rather than in earnings. Some who favoured reporting such changes as adjustments to goodwill did so at least in part because of the difficulties they see in distinguishing between changes that result from changes in circumstances after the acquisition date and changes that pertain more to obtaining better information about circumstances that existed at that date. They noted that the latter are measurement period adjustments, many of which result in adjustments to goodwill.

- BC240 The FASB understands that distinguishing between measurement period adjustments and other changes in the amounts of assets and liabilities arising from contingencies will sometimes be difficult. It observed, however, that similar difficulties exist for other assets acquired and liabilities assumed in a business combination; changes in the amounts of those assets and liabilities after the acquisition date are included in earnings. The FASB saw no compelling reason to treat items arising from contingencies differently.
- BC241 Those who favoured reporting subsequent changes in the amounts recognised for assets and liabilities arising from contingencies in other comprehensive income rather than in earnings generally analogised to the present accounting for available-for-sale securities. They said that items arising from contingencies were not 'realised' until the contingency is resolved. The FASB rejected that alternative because it saw no compelling reason to add to the category of items that are initially recognised as other comprehensive income and later 'recycled' to earnings. The FASB considers reporting subsequent changes in the amounts of items arising from contingencies in earnings not only conceptually superior to reporting those changes only in comprehensive income but also consistent with the way in which other changes in amounts of items acquired or assumed in a business combination are recognised.

The IASB's conclusions on initial and subsequent measurement of contingent liabilities

- BC242 As noted in paragraph BC223, the IASB's measurement guidance on contingencies carries forward the related guidance in IFRS 3 (except for clarifying that an acquirer cannot recognise a contingency that is not a liability), pending completion of the project to revise IAS 37. Accordingly, contingent liabilities recognised in a business combination are initially measured at their acquisition-date fair values.
- BC243 In developing IFRS 3, the IASB observed that not specifying the subsequent accounting for contingent liabilities recognised in a business combination might result in inappropriately derecognising some or all of those contingent liabilities immediately after the combination.
- BC244 In ED 3 the IASB proposed that a contingent liability recognised in a business combination should be excluded from the scope of IAS 37 and subsequently measured at fair value with changes in fair value recognised in profit or loss until the liability is settled or the uncertain future event described in the definition of a contingent liability is resolved. In considering respondents' comments on this issue, the IASB noted that subsequently measuring such contingent liabilities at fair value would be inconsistent with the conclusions it reached on the accounting for financial guarantees and commitments to provide loans at below-market interest rates when it revised IAS 39.
- BC245 The IASB decided to revise the proposal in ED 3 for consistency with IAS 39. Therefore, the revised IFRS 3 requires contingent liabilities recognised in a business combination to be measured after their initial recognition at the higher of:
- (a) the amount that would be recognised in accordance with IAS 37; or
 - (b) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with IAS 18 *Revenue*.

Definition of fair value

- BC246 The revised IFRS 3 and SFAS 141(R) each use the same definition of fair value that the IASB and the FASB respectively use in their other standards. Specifically, IAS 39 and other IFRSs define fair value as 'the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction' and the revised IFRS 3 uses that definition. SFAS 157, on the other hand, defines *fair value* 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' and that definition is used in SFAS 141(R).

BC247 The IASB considered also using the definition of fair value from SFAS 157 but decided that to do so would prejudice the outcome of its project on fair value measurements. Similarly, the FASB considered using the definition of fair value from IFRS 3 but decided that to do so would be inappropriate in the light of SFAS 157, which it intends for use in all situations in which a new standard requires measurement at fair value.

BC248 The boards acknowledge that the differing definitions of fair value might result in measuring the fair values of assets acquired and liabilities assumed in a business combination differently depending on whether the combination is accounted for in accordance with the revised IFRS 3 or SFAS 141(R). However, the boards consulted valuation experts on the likely effects of the differing definitions of fair value. As a result of that consultation, the boards understand that such differences are unlikely to occur often. The boards also observed that the definitions use different words to articulate essentially the same concepts in two general areas—the non-performance risk and credit standing of financial liabilities and the market-based measurement objective.

BC249 SFAS 157 defines non-performance risk as the risk that an obligation will not be fulfilled and indicates that it affects the fair value of a liability. Non-performance risk includes but may not be limited to the reporting entity's own credit risk. In comparison, IFRSs do not use the term *non-performance risk* in discussing the fair value of a liability. However, IAS 39 requires the fair value of a financial liability to reflect its credit risk. Although the words are different, the boards believe that the underlying concepts are essentially the same.

BC250 The definition of fair value from SFAS 157 indicates that it is a price in an orderly transaction between market participants. In comparison, IFRSs indicate that fair value reflects an arm's length transaction between knowledgeable, willing parties. Paragraphs 42–44 of IAS 40 discuss what a *transaction between knowledgeable, willing parties* means:

... In this context, 'knowledgeable' means that both the willing buyer and the willing seller are reasonably informed about the nature and characteristics of the investment property, its actual and potential uses, and market conditions at the end of the reporting period ...

... The willing seller is motivated to sell the investment property at market terms for the best price obtainable. The factual circumstances of the actual investment property owner are not a part of this consideration because the willing seller is a hypothetical owner (eg a willing seller would not take into account the particular tax circumstances of the investment property owner).

The definition of fair value refers to an arm's length transaction. An arm's length transaction is one between parties that do not have a particular or special relationship that makes prices of transactions uncharacteristic of market conditions. The transaction is presumed to be between unrelated parties, each acting independently.

Thus, although the two definitions use different words, the concept is the same—fair value is a market-based measure in a transaction between unrelated parties.

BC251 However, differences in the results of applying the different definitions of fair value may occur in particular areas. For example, SFAS 157 defines fair value as an exit price between market participants and IFRSs define fair value as an exchange price in an arm's length transaction. Most valuation experts the boards consulted said that, because transaction costs are not a component of fair value in either definition, an exit price for an asset or liability acquired or assumed in a business combination would differ from an exchange price (entry or exit) only (a) if the asset is acquired for its defensive value or (b) if a liability is measured on the basis of settling it with the creditor rather than transferring it to a third party. However, the boards understand that ways of measuring assets on the basis of their defensive value in accordance with paragraph A12 of SFAS 157 are

developing, and it is too early to tell the significance of any differences that might result. It is also not clear that entities will use different methods of measuring the fair value of liabilities assumed in a business combination.

Measuring the acquisition-date fair values of particular assets acquired

Assets with uncertain cash flows (valuation allowances)

- BC252 Both IFRS 3 and SFAS 141 required receivables to be measured at the present values of amounts to be received determined at appropriate current interest rates, less allowances for uncollectibility and collection costs, if necessary. The boards considered whether an exception to the fair value measurement principle is necessary for assets such as trade receivables and other short-term and long-term receivables acquired in a business combination. Several of the boards' constituents suggested that an exception should be permitted for practical and other reasons, including concerns about comparing credit losses on loans acquired in a business combination with those on originated loans. In developing the 2005 Exposure Draft, however, the boards saw no compelling reason for such an exception. The boards observed that using an acquiree's carrying basis and including collection costs is inconsistent with the revised standards' fair value measurement requirement and the underlying notion that the acquirer's initial measurement, recognition and classification of the assets acquired and liabilities assumed begins on the acquisition date. Because uncertainty about collections and future cash flows is included in the fair value measure of a receivable, the 2005 Exposure Draft proposed that the acquirer should not recognise a separate valuation allowance for acquired assets measured at fair value.
- BC253 In developing the 2005 Exposure Draft, the FASB acknowledged that including uncertainties about future cash flows in a fair value measure, with no separate allowance for uncollectible amounts, differed from the current practice for SEC registrants. That practice was established in SEC Staff Accounting Bulletin Topic 2.A.5 *Adjustments to Allowances for Loan Losses in Connection with Business Combinations* which states that generally the acquirer's estimation of the uncollectible portion of the acquiree's loans should not change from the acquiree's estimation before the acquisition. However, the FASB also observed that fair value measurement is consistent with guidance in AICPA Statement of Position 03-3 *Accounting for Certain Loans or Debt Securities Acquired in a Transfer* (AICPA SOP 03-3), which prohibits 'carrying over' or creating valuation allowances in the initial accounting of all loans acquired in transfers that are within its scope, including business combinations accounted for as an acquisition.
- BC254 In developing the 2005 Exposure Draft, the boards also acknowledged that the fair value measurement approach has implications for the capital requirements for financial institutions, particularly banks. The boards noted, however, that regulatory reporting requirements are a separate matter that is beyond the scope of general purpose financial reporting.
- BC255 Some respondents to the 2005 Exposure Draft who commented on this issue agreed with the proposal, but many who commented on it disagreed with not recognising a separate valuation allowance for receivables and similar assets. Some of those respondents favoured retaining the guidance in IFRS 3 and SFAS 141. They said that the costs of measuring the fair value of trade receivables, loans, receivables under financing leases and the like would be high; they did not think the related benefits would justify those costs. Some also said that software systems currently available for loans and other receivables do not provide for separate accounting for acquired and originated loans; they have to account manually for loans to which AICPA SOP 03-3 applies, incurring significant costs to do so.

- BC256 As they did in developing the 2005 Exposure Draft, the boards acknowledged that the requirement to measure receivables and similar assets at fair value with no separate valuation allowance may lead to additional costs for some entities. However, the boards observed that entities that apply IAS 39 are required to measure financial assets acquired outside a business combination, as well as those originated, at fair value on initial recognition. The boards do not think financial or other assets should be measured differently because of the nature of the transaction in which they are acquired. Because the boards saw no compelling reason to provide an exception to the measurement principle for receivables or other assets with credit risk, they affirmed their conclusion that the benefits of measuring receivables and similar assets at fair value justify the related costs.
- BC257 Some respondents to the 2005 Exposure Draft said that separate recognition of valuation allowances for loans and similar assets was important to users in evaluating the credit assumptions built into loan valuations. They suggested that the fair value of receivables should be split into three components: (a) the gross contractual amounts, (b) a separate discount or premium for changes in interest rates and (c) a valuation allowance for the credit risk, which would be based on the contractual cash flows expected to be uncollectible. In evaluating that alternative presentation, the boards noted that the valuation allowance presented would differ from the valuation allowance for receivables under IAS 39 and SFAS 5, each of which is determined on the basis of incurred, rather than expected, losses. Thus, how to determine the valuation allowance on an ongoing basis would be problematic. For example, if requirements for other receivables were applied, an immediate gain would be recognised for the difference between incurred losses and expected losses. In contrast, if the valuation allowance for receivables acquired by transfer, including in a business combination, rather than by origination was determined subsequently on an expected loss basis, the result would be a new accounting model for those receivables. The boards concluded that this project is not the place to consider the broader issues of how best to determine the valuation allowances for receivables, regardless of the manner in which the receivables are acquired.

Disclosure of information about receivables acquired

- BC258 Some constituents asked the boards to consider requiring additional disclosures about receivables measured at fair value to help in assessing considerations of credit quality included in the fair value measures, including expectations about receivables that will be uncollectible. Those constituents were concerned that, without additional disclosure, it would be impossible to determine the contractual cash flows and the amount of the contractual cash flows not expected to be collected if receivables were recognised at fair value. In response to those comments, the boards decided to require disclosure of the fair value of receivables acquired, the gross contractual amounts receivable and the best estimate at the acquisition date of the contractual cash flows not expected to be collected. The disclosures are required for each major class of receivable.
- BC259 In January 2007 the FASB added a project to its technical agenda to improve disclosures relating to the allowance for credit losses associated with financing receivables. As part of that project, the FASB is considering potential new disclosures and enhanced current disclosures about the credit quality of an entity's portfolio, the entity's credit risk exposures, its accounting policies on valuation allowances and possibly other areas.
- BC260 The boards observed that the work involved in developing a complete set of credit quality disclosures to be made for receivables acquired in a business combination would be similar to that required in the FASB's disclosure project related to valuation allowances. Combining those efforts would be a more efficient use of resources. Accordingly, the FASB decided to include disclosures that should be made in a business combination in the scope of its project on disclosures related to valuation allowances and credit quality, and the IASB will monitor that project. In the interim, the disclosures required by the revised standards (paragraph B64(h) of the revised IFRS 3) will provide at least some, although perhaps not all, of the information users need to evaluate the credit quality of receivables acquired.

Assets that the acquirer intends not to use or to use in a way that is different from the way other market participants would use them

- BC261 While the revised standards were being developed, the FASB received enquiries about inconsistencies in practice in accordance with SFAS 141 related to measuring particular intangible assets that an acquirer intends not to use or intends to use in a way different from the way other market participants would use them. For example, if the acquirer did not intend to use a brand name acquired in a business combination, some entities assigned no value to the asset and other entities measured it at the amount at which market participants could be expected to exchange the asset, ie at its fair value.
- BC262 To avoid such inconsistencies in practice, the boards decided to clarify the measurement of assets that an acquirer intends not to use (paragraph B43 of the revised IFRS 3). The intention of both IFRS 3 and SFAS 141 was that assets, both tangible and intangible, should be measured at their fair values regardless of how or whether the acquirer intends to use them. The FASB observed that measuring such assets in accordance with their highest and best use is consistent with SFAS 157. Paragraph A12 of SFAS 157 illustrates determining the fair value of an in-process research and development project acquired in a business combination that the acquirer does not intend to complete. The IASB understands from its consultation with preparers, valuation experts and auditors that IFRS 3 was applied in the way the revised standards require.

Exceptions to the recognition or measurement principle

- BC263 As indicated in paragraphs 14 and 20 of the revised IFRS 3, the revised standards include limited exceptions to the recognition and measurement principles. Paragraphs BC265–BC311 discuss the types of identifiable assets and liabilities for which exceptions are provided and the reasons for those exceptions.
- BC264 It is important to note that not every item that falls into a particular type of asset or liability is an exception to either the recognition or the measurement principle (or both). For example, contingent liabilities are identified as an exception to the recognition principle because the revised IFRS 3 includes a recognition condition for them in addition to the recognition conditions in paragraphs 11 and 12. Although applying that additional condition will result in not recognising some contingent liabilities, those that meet the additional condition will be recognised in accordance with the recognition principle. Another example is employee benefits, which are identified as a type of asset or liability for which exceptions to both the recognition and the measurement principles are provided. As discussed further in paragraphs BC296–BC300, the acquirer is required to recognise and measure liabilities and any related assets resulting from the acquiree's employee benefit arrangements in accordance with IAS 19 *Employee Benefits* rather than by applying the recognition and measurement principles in the revised IFRS 3. Applying the requirements of IAS 19 will result in recognising many, if not most, types of employee benefit liabilities in the same way as would result from applying the recognition principle (see paragraph BC297). However, others, for example withdrawal liabilities from multi-employer plans for entities applying US GAAP, are not necessarily consistent with the recognition principle. In addition, applying the requirements of IAS 19 generally will result in measuring liabilities for employee benefits (and any related assets) on a basis other than their acquisition-date fair values. However, applying the requirements of SFAS 146 to one-off termination benefits results in measuring liabilities for those benefits at their acquisition-date fair values.

Exception to the recognition principle

Assets and liabilities arising from contingencies

- BC265 Both the FASB's conclusions on recognising assets and liabilities arising from contingencies and the IASB's conclusions on recognising contingent liabilities resulted in exceptions to the recognition principle in the revised standards because both will result in some items being unrecognised at the acquisition date. However, the details of the

exceptions differ. The reasons for those exceptions and the differences between them are discussed in paragraphs BC266–BC278.

The FASB's conclusions on assets and liabilities arising from contingencies

- BC266 SFAS 141 carried forward without reconsideration the requirements of SFAS 38, which required an acquirer to include in the purchase price allocation the fair value of an acquiree's contingencies if their fair value could be determined during the allocation period. For those contingencies whose fair value could not be determined during the allocation period, SFAS 141 required the acquirer to recognise the contingency in earnings when the occurrence of the contingency became probable and its amount could be reasonably estimated.
- BC267 Members of its resource group and others told the FASB that in practice acquirers often did not recognise an acquiree's assets and liabilities arising from contingencies at the acquisition date. Instead, contingencies were recognised after the acquisition date at an amount determined at that later date either because their amount could not be 'reasonably estimated' or because the contingency was determined not to meet the SFAS 5 'probability' criterion for recognition.
- BC268 The 2005 Exposure Draft proposed that an acquirer should recognise all assets and liabilities arising from an acquiree's contingencies if they meet the definition of an asset or a liability in the FASB's Concepts Statement 6 regardless of whether a contingency meets the recognition criteria in SFAS 5. The FASB, like the IASB, concluded that to represent faithfully the economic circumstances at the acquisition date, in principle, all identifiable assets acquired and liabilities assumed should be recognised separately from goodwill, including assets and liabilities arising from contingencies at the acquisition date.
- BC269 Respondents to the 2005 Exposure Draft that apply US GAAP expressed concern about how to deal with uncertainty about whether and when a contingency gives rise to an asset or a liability that meets the definition in the FASB's Concepts Statement 6, referred to as *element uncertainty*. An example cited by some respondents involved an acquiree's negotiations with another party at the acquisition date for reimbursement of costs incurred on the other party's behalf. How should the acquirer determine whether that contingency gave rise to an asset that should be recognised as part of the accounting for the business combination? Respondents suggested several means of dealing with element uncertainty, which generally involved introducing a threshold either for all contingencies or for the non-contractual contingencies an acquirer is required to recognise at the acquisition date. Other respondents suggested requiring recognition of only those assets and liabilities arising from contingencies whose fair values can be reliably determined, which would be similar to the requirements of SFAS 141.
- BC270 The FASB understands the potential difficulty of resolving element uncertainty, especially for assets or liabilities arising from non-contractual contingencies. It considered whether to deal with element uncertainty by requiring assets and liabilities arising from contingencies to be recognised only if their fair values are reliably measurable. The FASB concluded that applying the guidance in SFAS 157 on measuring fair value should result in an estimate of the fair value of assets and liabilities arising from contingencies that is sufficiently reliable for recognition. The FASB also observed that adding a measurement condition is an indirect way of dealing with uncertainty involving recognition; it would be better to deal with such uncertainty more directly.
- BC271 The FASB concluded that most cases of significant uncertainty about whether a potential asset or liability arising from a contingency meets the pertinent definition (element uncertainty) are likely to involve non-contractual contingencies. To help preparers and their auditors deal with element uncertainty, the FASB decided to add a requirement for the acquirer to assess whether it is **more likely than not** that the contingency gives rise to an asset or a liability as defined in the FASB's Concepts Statement 6. For an asset arising from a contingency, applying that criterion focuses on whether it is more likely than not that the acquirer has obtained control of a future economic benefit as a result of a past

transaction or other event. For a liability, the more-likely-than-not criterion focuses on whether the acquirer has a present obligation to sacrifice future economic benefits as a result of a past transaction or other event. If that criterion is met at the acquisition date, the acquirer recognises the asset or liability, measured at its acquisition-date fair value, as part of the accounting for the business combination. If that criterion is not met at the acquisition date, the acquirer accounts for the non-contractual contingency in accordance with other US GAAP, including SFAS 5, as appropriate. The FASB concluded that adding the more-likely-than-not criterion would permit acquirers to focus their efforts on the more readily identifiable contingencies of acquirees, thereby avoiding spending disproportionate amounts of time searching for contingencies that, even if identified, would have less significant effects.

The IASB's conclusions on contingent liabilities

- BC272 In developing the 2005 Exposure Draft, the IASB concluded that an asset or a liability should be recognised separately from goodwill if it satisfies the definitions in the *Framework*. In some cases, the amount of the future economic benefits embodied in the asset or required to settle the liability is contingent (or conditional) on the occurrence or non-occurrence of one or more uncertain future events. That uncertainty is reflected in measurement. The FASB reached a consistent conclusion.
- BC273 At the same time as it published the 2005 Exposure Draft, the IASB also published for comment a separate exposure draft containing similar proposals on the accounting for contingent assets and contingent liabilities within the scope of IAS 37. At that time, the IASB expected that the effective date of the revised IAS 37 would be the same as the effective date of the revised IFRS 3. However, the IASB now expects to issue a revised IAS 37 at a later date. Accordingly, except for clarifying that an acquirer should not recognise a so-called contingent liability that is not an obligation at the acquisition date, the IASB decided to carry forward the related requirements in the original IFRS 3. The IASB expects to reconsider and, if necessary, amend the requirements in the revised IFRS 3 when it issues the revised IAS 37.
- BC274 The IASB concluded that an acquirer should recognise a contingent liability assumed in a business combination only if it satisfies the definition of a liability in the *Framework*. This is consistent with the overall objective of the second phase of the project on business combinations in which an acquirer recognises the assets acquired and liabilities assumed at the date control is obtained.
- BC275 However, the IASB observed that the definition of a contingent liability in IAS 37 includes both (a) 'possible obligations' and (b) present obligations for which either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured reliably. The IASB concluded that a contingent liability assumed in a business combination should be recognised only if it is a present obligation. Therefore, unlike the previous version of IFRS 3, the revised IFRS 3 does not permit the recognition of 'possible obligations'.
- BC276 Like its decision on the recognition of contingent liabilities assumed in a business combination, the IASB concluded that an acquirer should recognise a contingent asset acquired in a business combination only if it satisfies the definition of an asset in the *Framework*. However, the IASB observed that the definition of a contingent asset in IAS 37 includes only 'possible assets'. A contingent asset arises when it is uncertain whether an entity has an asset at the end of the reporting period, but it is expected that some future event will confirm whether the entity has an asset. Accordingly, the IASB concluded that contingent assets should not be recognised, even if it is virtually certain that they will become unconditional or non-contingent. If an entity determines that an asset exists at the acquisition date (ie that it has an unconditional right at the acquisition date), that asset is not a contingent asset and should be accounted for in accordance with the appropriate IFRS.

Convergence

- BC277 The result of the FASB's and the IASB's conclusions on recognising assets and liabilities arising from contingencies is that the criteria for determining which items to recognise at the acquisition date differ, at least for the short term. That lack of convergence is inevitable at this time, given the status of the IASB's redeliberations on its revision of IAS 37 and the fact that the FASB had no project on its agenda to reconsider the requirements of SFAS 5 while the boards were developing the revised standards. (The FASB added a project to reconsider the accounting for contingencies to its agenda in September 2007.) To attempt to converge on guidance for recognising assets and liabilities arising from contingencies in a business combination now would run the risk of establishing requirements for a business combination that would be inconsistent with the eventual requirements for assets and liabilities arising from contingencies acquired or incurred by means other than a business combination.
- BC278 However, the boards observed that the assets or liabilities arising from contingencies that are recognised in accordance with the FASB's recognition guidance and the contingent liabilities recognised in accordance with the IASB's recognition guidance will be measured consistently. In other words, the initial measurement requirements for assets and liabilities arising from contingencies recognised at the acquisition date have converged. However, the boards acknowledge that the subsequent measurement requirements differ because SFAS 5's measurement guidance differs from that in IAS 37. The reasons for the boards' conclusion on measuring those assets and liabilities are discussed in paragraphs BC224–BC245.

*Exceptions to both the recognition and measurement principles***Income taxes**

- BC279 The 2005 Exposure Draft proposed, and the revised standards require, that a deferred tax asset or liability should be recognised and measured in accordance with either IAS 12 *Income Taxes* or FASB Statement No. 109 *Accounting for Income Taxes* (SFAS 109) respectively. IAS 12 and SFAS 109 establish requirements for recognising and measuring deferred tax assets and liabilities—requirements that are not necessarily consistent with the recognition and measurement principles in the revised standards.
- BC280 The boards considered identifying deferred tax assets and liabilities as an exception to only the measurement principle because most, if not all, of the requirements of IAS 12 and SFAS 109 are arguably consistent with the revised standards' recognition principle. The recognition principle requires the acquirer to recognise at the acquisition date the assets acquired and liabilities assumed that meet the conceptual definition of an asset or a liability at that date. However, the boards concluded that exempting deferred tax assets and liabilities from both the recognition and the measurement principles would more clearly indicate that the acquirer should apply the recognition and measurement provisions of IAS 12 and SFAS 109 and their related interpretations or amendments.
- BC281 Deferred tax assets or liabilities generally are measured at undiscounted amounts in accordance with IAS 12 and SFAS 109. The boards decided not to require deferred tax assets or liabilities acquired in a business combination to be measured at fair value because they observed that:
- (a) if those assets and liabilities were measured at their acquisition-date fair values, their subsequent measurement in accordance with IAS 12 or SFAS 109 would result in reported post-combination gains or losses in the period immediately following the acquisition even though the underlying economic circumstances did not change. That would not faithfully represent the results of the post-combination period and would be inconsistent with the notion that a business combination that is a fair value exchange should not give rise to the recognition of immediate post-combination gains or losses.

- (b) to measure those assets and liabilities at their acquisition-date fair values and overcome the reporting problem noted in (a) would require a comprehensive consideration of whether and how to modify the requirements of IAS 12 and SFAS 109 for the subsequent measurement of deferred tax assets or liabilities acquired in a business combination. Because of the complexities of IAS 12 and SFAS 109 and the added complexities that would be involved in tracking deferred tax assets acquired and liabilities assumed in a business combination, the boards concluded that the benefits of applying the revised standards' fair value measurement principle would not warrant the costs or complexities that would cause.

Respondents to the 2005 Exposure Draft generally supported that exception to the fair value measurement requirements.

BC282 To align IAS 12 and SFAS 109 more closely and to make the accounting more consistent with the principles in the revised standards, the boards decided to address four specific issues pertaining to the acquirer's income tax accounting in connection with a business combination:

- (a) accounting for a change in the acquirer's recognised deferred tax asset that results from a business combination;
- (b) accounting for a change after the acquisition date in the deferred tax benefits for the acquiree's deductible temporary differences or operating loss or tax credit carryforwards acquired in a business combination;
- (c) accounting for tax benefits arising from tax-deductible goodwill in excess of goodwill for financial reporting; and
- (d) accounting for changes after the acquisition date in the uncertainties pertaining to acquired tax positions.

BC283 The boards addressed the first issue because the existing requirements of IAS 12 and SFAS 109 differed, with IAS 12 accounting for a change in recognised deferred tax assets separately from the business combination and SFAS 109 including a change in the acquirer's valuation allowance for its deferred tax asset in the business combination accounting. The FASB decided to converge with the IAS 12 requirement on the first issue, which the IASB decided to retain. Thus, the acquirer would recognise the change in its recognised deferred tax assets as income or expense (or a change in equity), as required by IAS 12, in the period of the business combination.

BC284 Because the boards considered the first issue primarily in an attempt to achieve convergence, they limited their consideration to the requirements of IAS 12 and SFAS 109. The FASB acknowledged that both alternatives are defensible on conceptual grounds. However, it concluded that on balance the benefits of converging with the IAS 12 method outweigh the costs related to a change in the accounting in accordance with SFAS 109. SFAS 141(R) therefore amends SFAS 109 accordingly.

BC285 Most of the respondents to the 2005 Exposure Draft supported its proposal on accounting for changes to the acquirer's own deferred taxes in conjunction with a business combination. But some disagreed; they said that an acquirer factors its expected tax synergies into the price it is willing to pay for the acquiree, and therefore those tax synergies constitute goodwill. Those respondents were concerned about the potential for double-counting the synergies once in the consideration and a second time by separately recognising the changes in the acquirer's income taxes.

BC286 The boards acknowledged that in some situations a portion of the tax synergies might be factored into the price paid in the business combination. However, they concluded that it would be difficult, if not impossible, to identify that portion. In addition, an acquirer would not pay more for an acquiree because of tax synergies unless another bidder would also pay more; an acquirer would not knowingly pay more than necessary for the acquiree.

Therefore, in some situations none (or only a very small portion) of the tax synergies are likely to be factored into the price paid. The boards also observed that the revised standards (paragraph 51 of the revised IFRS 3) require only the portion of the consideration transferred for the acquiree and the assets acquired and liabilities assumed in the exchange for the acquiree to be included in applying the acquisition method. Excluding effects on the acquirer's ability to utilise its deferred tax asset is consistent with that requirement. Therefore, the boards decided to retain the treatment of changes in an acquirer's tax assets and liabilities proposed in the 2005 Exposure Draft.

BC287 The revised standards also amend IAS 12 and SFAS 109 to require disclosure of the amount of the deferred tax benefit (or expense) recognised in income in the period of the acquisition for the reduction (or increase) of the acquirer's valuation allowance for its deferred tax asset that results from a business combination. The boards decided that disclosure of that amount is necessary to enable users of the acquirer's financial statements to evaluate the nature and financial effect of a business combination.

BC288 The second issue listed in paragraph BC282 relates to changes after the acquisition date in the amounts recognised for deferred tax benefits acquired in a business combination. IAS 12 and SFAS 109 both required subsequent recognition of acquired tax benefits to reduce goodwill. However, IAS 12 and SFAS 109 differed in that:

- (a) IAS 12 did not permit the reduction of other non-current intangible assets, which SFAS 109 required; and
- (b) IAS 12 required the recognition of offsetting income and expense in the acquirer's profit or loss when subsequent changes are recognised.

BC289 In developing the 2005 Exposure Draft, the FASB concluded that the fair value of other long-lived assets acquired in a business combination should no longer be reduced for changes in a valuation allowance after the acquisition date. That decision is consistent with the boards' decision not to adjust other acquired assets or assumed liabilities, with a corresponding adjustment to goodwill, for the effects of other events occurring after the acquisition date.

BC290 Few respondents to the 2005 Exposure Draft addressed this issue, and the views of those who commented differed. Some favoured providing for reduction of goodwill indefinitely because they view the measurement exception for deferred tax assets as resulting in a measure that is drastically different from fair value. Those who supported not permitting the indefinite reduction of goodwill said that, conceptually, changes in estimates pertaining to deferred taxes recognised in a business combination should be treated the same as other revisions to the amounts recorded at acquisition. The boards agreed with those respondents that a measurement exception should not result in potentially indefinite adjustments to goodwill. The revised standards provide other limited exceptions to the recognition and measurement principles, for example, for employee benefits—none of which result in indefinite adjustments to goodwill for subsequent changes.

BC291 The 2005 Exposure Draft proposed a rebuttable presumption that the subsequent recognition of acquired tax benefits within one year of the acquisition date should be accounted for by reducing goodwill. The rebuttable presumption could have been overcome if the subsequent recognition of the tax benefits resulted from a discrete event or circumstance occurring after the acquisition date. Recognition of acquired tax benefits after the one-year period would be accounted for in profit or loss (or, if IAS 12 or SFAS 109 so requires, outside profit or loss). Respondents suggested particular modifications to that proposal, including removing the rebuttable presumption about subsequent recognition of acquired tax benefits within one year of the acquisition date and treating increases and decreases in deferred tax assets consistently. (IAS 12 and SFAS 109 provided guidance on accounting for decreases.) The boards agreed with those suggestions and revised the requirements of the revised standards accordingly.

- BC292 As described in paragraph BC282(c), the boards considered whether a deferred tax asset should be recognised in a business combination for any excess amount of tax-deductible goodwill over the goodwill for financial reporting purposes (excess tax goodwill). From a conceptual standpoint, the excess tax goodwill meets the definition of a temporary difference. Not recognising the tax benefit of that temporary difference at the date of the business combination would be inappropriate and inconsistent with IAS 12 and SFAS 109; it would also be inconsistent with the recognition principle in the revised standards. Thus, the revised IFRS 3 clarifies IAS 12 and SFAS 141(R) amends SFAS 109 accordingly.
- BC293 On the issue in paragraph BC282(d), respondents to the 2005 Exposure Draft suggested that the revised standards should address how to account for subsequent adjustments to amounts recognised for acquired income tax uncertainties. Respondents supported accounting for subsequent adjustments to amounts recognised for tax uncertainties using the same approach as the accounting for subsequent adjustments to acquired deferred tax benefits.
- BC294 The FASB agreed with respondents' suggestion that an acquirer should recognise changes to acquired income tax uncertainties after the acquisition in the same way as changes in acquired deferred tax benefits. Therefore, SFAS 141(R) amends FASB Interpretation No. 48 *Accounting for Uncertainty in Income Taxes* (FASB Interpretation 48) to require a change to an acquired income tax uncertainty within the measurement period that results from new information about facts and circumstances that existed at the acquisition date to be recognised through a corresponding adjustment to goodwill. If that reduces goodwill to zero, an acquirer would recognise any additional increases of the recognised income tax uncertainty as a reduction of income tax expense. All other changes in the acquired income tax uncertainties would be accounted for in accordance with FASB Interpretation 48.
- BC295 The IASB also considered whether to address the accounting for changes in acquired income tax uncertainties in a business combination. IAS 12 is silent on income tax uncertainties. The IASB is considering tax uncertainties as part of the convergence income tax project. Therefore, the IASB decided not to modify IAS 12 as part of this project to address specifically the accounting for changes in acquired income tax uncertainties in a business combination.

Employee benefits

- BC296 The revised standards provide exceptions to both the recognition and measurement principles for liabilities and any related assets resulting from the employee benefit arrangements of an acquiree. The acquirer is required to recognise and measure those assets and liabilities in accordance with IAS 19 or applicable US GAAP.
- BC297 As with deferred tax assets and liabilities, the boards considered identifying employee benefits as an exception only to the measurement principle. The boards concluded that essentially the same considerations discussed in paragraph BC280 for deferred tax assets and liabilities also apply to employee benefits. In addition, the FASB observed that FASB Statements No. 43 *Accounting for Compensated Absences* and 112 *Employers' Accounting for Postemployment Benefits* require recognition of a liability for compensated absences or post-employment benefits, respectively, only if payment is probable. Arguably, a liability for those benefits exists, at least in some circumstances, regardless of whether payment is probable. Accordingly, to make it clear that the acquirer should apply the recognition and measurement requirements of IAS 19 or applicable US GAAP without separately considering the extent to which those requirements are consistent with the principles in the revised standards, the boards exempted employee benefit obligations from both the recognition and the measurement principles.

- BC298 The FASB decided to amend FASB Statements No. 87 *Employers' Accounting for Pensions* (SFAS 87) and 106 *Employers' Accounting for Postretirement Benefits Other Than Pensions* (SFAS 106) to require the acquirer to exclude from the liability it recognises for a single-employer pension or other post-retirement benefit plan the effects of expected plan amendments, terminations or curtailments that it has no obligation to make at the acquisition date. However, those amendments also require the acquirer to include in the liability it recognises at the acquisition date the expected withdrawal liability for a multi-employer plan if it is probable at that date that the acquirer will withdraw from the plan. For a pension or other post-retirement benefit plan, the latter requirement brings into the authoritative literature a provision that previously appeared only in the Basis for Conclusions on SFASs 87 and 106. The FASB acknowledges that the provisions for single-employer and multi-employer plans are not necessarily consistent, and it considered amending SFASs 87 and 106 to require recognition of withdrawal liabilities not yet incurred in post-combination financial statements of the periods in which withdrawals occur. However, it observed that the liability recognised upon withdrawal from a multi-employer plan represents the previously unrecognised portion of the accumulated benefits obligation, which is recognised as it arises for a single-employer plan. In addition, the FASB observed that some might consider the employer's contractual obligation upon withdrawal from a multi-employer plan an unconditional obligation to 'stand ready' to pay if withdrawal occurs and therefore a present obligation. Therefore, the FASB decided not to require the same accounting for expected withdrawals from a multi-employer plan as it requires for expected terminations or curtailments of a single-employer plan.
- BC299 The effect of the revised standards' measurement exception for liabilities and any related assets resulting from the acquiree's employee benefit plans is more significant than the related recognition exception. The boards concluded that it was not feasible to require all employee benefit obligations assumed in a business combination to be measured at their acquisition-date fair values. To do so would effectively require the boards to reconsider comprehensively the relevant standards for those employee benefits as a part of their business combinations projects. Given the complexities in accounting for employee benefit obligations in accordance with existing requirements, the boards decided that the only practicable alternative is to require those obligations, and any related assets, to be measured in accordance with their applicable standards.
- BC300 The 2005 Exposure Draft proposed exempting only employee benefits subject to SFASs 87 and 106 from its fair value measurement requirement. Some respondents observed that existing measurement requirements for other types of employee benefits are not consistent with fair value and said that those benefits should also be exempted. The FASB agreed and modified the measurement exception for employee benefits accordingly.

Indemnification assets

- BC301 A few constituents asked about the potential inconsistency if an asset for an indemnification is measured at fair value at the acquisition date and the related liability is measured using a different measurement attribute. Members of the FASB's resource group raised the issue primarily in the context of FASB Interpretation 48, which requires an entity to measure a tax position that meets the more-likely-than-not recognition threshold at the largest amount of tax benefit that is more than 50 per cent likely to be realised upon ultimate settlement with a taxing authority.
- BC302 The boards understand that a business combination sometimes includes an indemnification agreement under which the former owners of the acquiree are required to reimburse the acquirer for any payments the acquirer eventually makes upon settlement of a particular liability. If the indemnification pertains to uncertainty about a position taken in the acquiree's tax returns for prior years or to another item for which the revised standards provide a recognition or measurement exception, not providing a related exception for the indemnification asset would result in recognition or measurement anomalies. For example, for an indemnification pertaining to a deferred tax liability, the acquirer would recognise at the acquisition date a liability to the taxing authority for the deferred taxes and an asset for the indemnification due from the former owners of the acquiree. In the absence of an

exception, the asset would be measured at fair value, and the liability would be measured in accordance with the pertinent income tax accounting requirements, such as FASB Interpretation 48 for an entity that applies US GAAP, because income taxes are an exception to the fair value measurement principle. Those two amounts would differ. The boards agreed with constituents that an asset representing an indemnification related to a specific liability should be recognised and measured on the same basis as that liability.

BC303 The boards also provided an exception to the recognition principle for indemnification assets. The reasons for that exception are much the same as the reasons why the boards exempted deferred tax assets and liabilities and employee benefits from that principle. Providing an exception to the recognition principle for indemnification assets clarifies that the acquirer does not apply that principle in determining whether or when to recognise such an asset. Rather, the acquirer recognises the asset when it recognises the related liability. Therefore, the revised standards provide an exception to the recognition and measurement principles for indemnification assets.

Exceptions to the measurement principle

BC304 In addition to the exceptions to both the recognition and measurement principles discussed above, the revised standards provide exceptions to the measurement principle for particular types of assets acquired or liabilities assumed in a business combination. Those exceptions are discussed in paragraphs BC305–BC311.

Temporary exception for assets held for sale

BC305 The 2005 Exposure Draft proposed that non-current assets qualifying as held for sale at the acquisition date under IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* or FASB Statement No. 144 *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS 144) should be measured as those standards require—at fair value less costs to sell. The purpose of that proposed exception was to avoid the need to recognise a loss for the selling costs immediately after a business combination (referred to as a *Day 2 loss* because in theory it would be recognised on the day after the acquisition date). That Day 2 loss would result if the assets were initially measured at fair value but the acquirer then applied either IFRS 5 or SFAS 144, requiring measurement at fair value less costs to sell, for subsequent accounting. Because that loss would stem entirely from different measurement requirements for assets held for sale acquired in a business combination and for assets already held that are classified as held for sale, the reported loss would not faithfully represent the activities of the acquirer.

BC306 After considering responses to the 2005 Exposure Draft, the boards decided that the exception to the measurement principle for assets held for sale should be eliminated. The definitions of fair value in the revised standards, and their application in other areas focuses on market data. Costs that a buyer (acquirer) incurs to purchase or expects to incur to sell an asset are excluded from the amount at which an asset is measured. The boards concluded that disposal costs should also be excluded from the measurement of assets held for sale.

BC307 However, avoiding the Day 2 loss described in paragraph BC305 will require the boards to amend IFRS 5 and SFAS 144 to require assets classified as held for sale to be measured at fair value rather than at fair value less costs to sell. The boards decided to do that, but their respective due process procedures require those amendments to be made in separate projects to give constituents the opportunity to comment on the proposed changes. Although the boards intend the amendments of IFRS 5 and SFAS 144 to be effective at the same time as the revised standards, they decided as an interim step to include a measurement exception until completion of the amendments.

Reacquired rights

- BC308 The revised standards (paragraph 29 of the revised IFRS 3) require the fair value of a reacquired right recognised as an intangible asset to be measured on the basis of the remaining contractual term of the contract that gave rise to the right, without taking into account potential renewals of that contract. In developing the 2005 Exposure Draft, the boards observed that a reacquired right is no longer a contract with a third party. An acquirer who controls a reacquired right could assume indefinite renewals of its contractual term, effectively making the reacquired right an intangible asset with an indefinite life. (The boards understood that some entities had been classifying reacquired rights in that way.) The boards concluded that a right reacquired from an acquiree has in substance a finite life; a renewal of the contractual term after the business combination is not part of what was acquired in the business combination. Accordingly, the 2005 Exposure Draft proposed, and the revised standards require, limiting the period over which the intangible asset is amortised (its useful life) to the remaining contractual term of the contract from which the reacquired right stems.
- BC309 The 2005 Exposure Draft did not include guidance on determining the fair value of a reacquired right. Some constituents indicated that determining that value is a problem in practice, and the boards agreed that the revised standards should include guidance on that point. To be consistent with the requirement for determining the useful life of a reacquired right, the boards concluded that the fair value of the right should be based on the remaining term of the contract giving rise to the right. The boards acknowledge that market participants would generally reflect expected renewals of the term of a contractual right in the fair value of a right traded in the market. The boards decided, however, that determining the fair value of a reacquired right in that manner would be inconsistent with amortising its value over the remaining contractual term. The boards also observed that a contractual right transferred to a third party (traded in the market) is not a **reacquired** right. Accordingly, the boards decided that departing from the assumptions that market participants would use in measuring the fair value of a reacquired right is appropriate.
- BC310 A few constituents asked for guidance on accounting for the sale of a reacquired right after the business combination. The boards concluded that the sale of a reacquired right is in substance the sale of an intangible asset, and the revised standards require the sale of a reacquired right to be accounted for in the same way as sales of other assets (paragraph 55 of the revised IFRS 3). Thus, the carrying amount of the right is to be included in determining the gain or loss on the sale.

Share-based payment awards

- BC311 FASB Statement No. 123 (revised 2004) *Share-Based Payment* (SFAS 123(R)) requires measurement of share-based payment awards using what it describes as the *fair-value-based method*. IFRS 2 *Share-based Payment* requires essentially the same measurement method, which the revised IFRS 3 refers to as the *market-based measure*. For reasons identified in those standards, application of the measurement methods they require generally does not result in the amount at which market participants would exchange an award at a particular date—its fair value at that date. Therefore, the revised standards provide an exception to the measurement principle for share-based payment awards. The reasons for that exception are essentially the same as the reasons already discussed for other exceptions to its recognition and measurement principles that the revised standards provide. For example, as with both deferred tax assets and liabilities and assets and liabilities related to employee benefit arrangements, initial measurement of share-based payment awards at their acquisition-date fair values would cause difficulties with the subsequent accounting for those awards in accordance with IFRS 2 or SFAS 123(R).

Recognising and measuring goodwill or a gain from a bargain purchase

BC312 Consistently with IFRS 3 and SFAS 141, the revised standards require the acquirer to recognise goodwill as an asset and to measure it as a residual.

Goodwill qualifies as an asset

BC313 The FASB's 1999 and 2001 Exposure Drafts listed six components of the amount that in practice, under authoritative guidance in effect at that time, had been recognised as goodwill. The IASB's ED 3 included a similar, but not identical, discussion. The components and their descriptions, taken from the FASB's exposure drafts, were:

Component 1—The excess of the fair values over the book values of the acquiree's net assets at the date of acquisition.

Component 2—The fair values of other net assets that the acquiree had not previously recognised. They may not have been recognised because they failed to meet the recognition criteria (perhaps because of measurement difficulties), because of a requirement that prohibited their recognition, or because the acquiree concluded that the costs of recognising them separately were not justified by the benefits.

Component 3—The fair value of the *going concern* element of the acquiree's existing business. The going concern element represents the ability of the established business to earn a higher rate of return on an assembled collection of net assets than would be expected if those net assets had to be acquired separately. That value stems from the synergies of the net assets of the business, as well as from other benefits (such as factors related to market imperfections, including the ability to earn monopoly profits and barriers to market entry—either legal or because of transaction costs – by potential competitors).

Component 4—The fair value of the expected synergies and other benefits from combining the acquirer's and acquiree's net assets and businesses. Those synergies and other benefits are unique to each combination, and different combinations would produce different synergies and, hence, different values.

Component 5—Overvaluation of the consideration paid by the acquirer stemming from errors in valuing the consideration tendered. Although the purchase price in an all-cash transaction would not be subject to measurement error, the same may not necessarily be said of a transaction involving the acquirer's equity interests. For example, the number of ordinary shares being traded daily may be small relative to the number of shares issued in the combination. If so, imputing the current market price to all of the shares issued to effect the combination may produce a higher value than those shares would command if they were sold for cash and the cash then used to effect the combination.

Component 6—Overpayment or underpayment by the acquirer. Overpayment might occur, for example, if the price is driven up in the course of bidding for the acquiree; underpayment may occur in a distress sale (sometimes termed a fire sale).

BC314 The boards observed that the first two components, both of which relate to the acquiree, are conceptually not part of goodwill. The first component is not itself an asset; instead, it reflects gains that the acquiree had not recognised on its net assets. As such, that component is part of those assets rather than part of goodwill. The second component is also not part of goodwill conceptually; it primarily reflects intangible assets that might be recognised as individual assets.

- BC315 The fifth and sixth components, both of which relate to the acquirer, are also not conceptually part of goodwill. The fifth component is not an asset in and of itself or even part of an asset but, rather, is a measurement error. The sixth component is also not an asset; conceptually it represents a loss (in the case of overpayment) or a gain (in the case of underpayment) to the acquirer. Thus, neither of those components is conceptually part of goodwill.
- BC316 The boards also observed that the third and fourth components are part of goodwill. The third component relates to the acquiree and reflects the excess assembled value of the acquiree's net assets. It represents the pre-existing goodwill that was either internally generated by the acquiree or acquired by it in prior business combinations. The fourth component relates to the acquiree and the acquirer jointly and reflects the excess assembled value that is created by the combination—the synergies that are expected from combining those businesses. The boards described the third and fourth components collectively as 'core goodwill'.
- BC317 The revised standards try to avoid subsuming the first, second and fifth components of goodwill into the amount initially recognised as goodwill. Specifically, an acquirer is required to make every effort:
- (a) to measure the consideration accurately (eliminating or reducing component 5);
 - (b) to recognise the identifiable net assets acquired at their fair values rather than their carrying amounts (eliminating or reducing component 1); and
 - (c) to recognise all acquired intangible assets meeting the criteria in the revised standards (paragraph B31 of the revised IFRS 3) so that they are not subsumed into the amount initially recognised as goodwill (reducing component 2).
- BC318 In developing IFRS 3 and SFAS 141, the IASB and the FASB both considered whether 'core goodwill' (the third and fourth components) qualifies as an asset under the definition in their respective conceptual frameworks. (That consideration was based on the existing conceptual frameworks. In 2004, the IASB and the FASB began work on a joint project to develop an improved conceptual framework that, among other things, would eliminate both substantive and wording differences between their existing frameworks. Although the asset definition is likely to change as a result of that project, the boards observed that nothing in their deliberations to date indicates that any such changes are likely to call into question whether goodwill continues to qualify as an asset.)

Asset definition in the FASB's Concepts Statement 6

- BC319 Paragraph 172 of the FASB's Concepts Statement 6 says that an item that has future economic benefits has the capacity to serve the entity by being exchanged for something else of value to the entity, by being used to produce something of value to the entity or by being used to settle its liabilities.
- BC320 The FASB noted that goodwill cannot be exchanged for something else of value to the entity and it cannot be used to settle the entity's liabilities. Goodwill also lacks the capacity singly to produce future net cash inflows, although it can—in combination with other assets—produce cash flows. Thus, the future benefit associated with goodwill is generally more nebulous and may be less certain than the benefit associated with most other assets. Nevertheless, goodwill generally provides future economic benefit. The FASB's Concepts Statement 6 observes that 'Anything that is commonly bought and sold has future economic benefit, including the individual items that a buyer obtains and is willing to pay for in a "basket purchase" of several items or in a business combination' (paragraph 173).
- BC321 For the future economic benefit embodied in goodwill to qualify as an asset, the acquirer must control that benefit. The FASB observed that the acquirer's control is demonstrated by means of its ability to direct the policies and management of the acquiree. The FASB also observed that the past transaction or event necessary for goodwill to qualify as the

acquirer's asset is the transaction in which it obtained the controlling interest in the acquiree.

Asset definition in the IASB's Framework

BC322 Paragraph 53 of the IASB's *Framework* explains that 'The future economic benefit embodied in an asset is the potential to contribute, directly or indirectly, to the flow of cash and cash equivalents to the entity.'

BC323 The IASB concluded that core goodwill represents resources from which future economic benefits are expected to flow to the entity. In considering whether core goodwill represents a resource **controlled** by the entity, the IASB considered the assertion that core goodwill arises, at least in part, through factors such as a well-trained workforce, loyal customers and so on, and that these factors cannot be regarded as controlled by the entity because the workforce could leave and the customers could go elsewhere. However, the IASB, like the FASB, concluded that control of core goodwill is provided by means of the acquirer's power to direct the policies and management of the acquiree. Therefore, both the IASB and the FASB concluded that core goodwill meets the conceptual definition of an asset.

Relevance of information about goodwill

BC324 In developing SFAS 141, the FASB also considered the relevance of information about goodwill. Although the IASB's Basis for Conclusions on IFRS 3 did not explicitly discuss the relevance of information about goodwill, the FASB's analysis of that issue was available to the IASB members as they developed IFRS 3, and they saw no reason not to accept that analysis.

BC325 More specifically, in developing SFAS 141, the FASB considered the views of users as reported by the AICPA Special Committee * and as expressed by the Financial Accounting Policy Committee (FAPC) of the Association for Investment Management and Research (AIMR) in its 1993 position paper *Financial Reporting in the 1990s and Beyond*. The FASB observed that users have mixed views about whether goodwill should be recognised as an asset. Some are troubled by the lack of comparability between internally generated goodwill and acquired goodwill that results under present standards, but others do not appear to be particularly bothered by it. However, users appear to be reluctant to give up information about goodwill acquired in a business combination. In the view of the AICPA Special Committee, users want to retain the option of being able to use that information. Similarly, the FAPC said that goodwill should be recognised in financial statements.

BC326 The FASB also considered the growing use of 'economic value added' (EVA) † and similar measures, which are increasingly being employed as means of assessing performance. The FASB observed that such measures commonly incorporate goodwill, and in business combinations accounted for by the pooling method, an adjustment was commonly made to incorporate a measure of the goodwill that was not recognised under that method. As a result, the aggregate amount of goodwill is included in the base that is subject to a capital charge that is part of the EVA measure and management is held accountable for the total investment in the acquiree.

* AICPA Special Committee on Financial Reporting, *Improving Business Reporting—A Customer Focus* (New York: AICPA, 1994).

† EVA was developed by the consulting firm of Stern Stewart & Company (and is a registered trademark of Stern Stewart) as a financial performance measure that improves management's ability to make decisions that enhance shareholder value.

BC327 The FASB also considered evidence about the relevance of goodwill provided by a number of research studies that empirically examined the relationship between goodwill and the market value of business entities.* Those studies generally found a positive relationship between the reported goodwill of entities and their market values, thereby indicating that investors in the markets behave as if they view goodwill as an asset.

Measuring goodwill as a residual

BC328 The revised standards require the acquirer to measure goodwill as the excess of one amount (described in paragraph 32(a) of the revised IFRS 3) over another (described in paragraph 32(b) of the revised IFRS 3). Therefore, goodwill is measured as a residual, which is consistent with IFRS 3 and SFAS 141, in which the IASB and the FASB, respectively, concluded that direct measurement of goodwill is not possible. The boards did not reconsider measuring goodwill as a residual in the second phase of the business combinations project. However, the boards simplified the measurement of goodwill acquired in a business combination achieved in stages (a step acquisition). In accordance with IFRS 3 and SFAS 141, an entity that acquired another entity in a step acquisition measured goodwill by reference to the cost of each step and the related fair value of the underlying identifiable net assets acquired. This process was costly because it required the acquirer in a step acquisition to determine the amounts allocated to the identifiable net assets acquired at the date of each acquisition, even if those steps occurred years or decades earlier. In contrast, the revised standards require goodwill to be measured once—at the acquisition date. Thus, the revised standards reduce the complexity and costs of accounting for step acquisitions.

BC329 Both boards decided that all assets acquired and liabilities assumed, including those of an acquiree (subsidiary) that is not wholly-owned, as well as, in principle, any non-controlling interest in the acquiree, should be measured at their acquisition-date fair values (or in limited situations, their amounts determined in accordance with other US GAAP or IFRSs). Thus, SFAS 141(R) eliminates the past practice of not recognising the portion of goodwill related to the non-controlling interests in subsidiaries that are not wholly-owned. However, as discussed in paragraphs BC209–BC211, the IASB concluded that the revised IFRS 3 should permit entities to measure any non-controlling interest in an acquiree as its proportionate share of the acquiree's identifiable net assets. If an entity chooses that alternative, only the goodwill related to the acquirer is recognised.

Using the acquisition-date fair value of consideration to measure goodwill

BC330 As discussed in paragraph BC81, the revised standards do not focus on measuring the acquisition-date fair value of either the acquiree as a whole or the acquirer's interest in the acquiree as the 2005 Exposure Draft did. Consistently with that change, the boards also eliminated the presumption in the 2005 Exposure Draft that, in the absence of evidence to the contrary, the acquisition-date fair value of the consideration transferred is the best evidence of the fair value of the acquirer's interest in the acquiree at that date. Therefore, the revised standards describe the measurement of goodwill in terms of the recognised amount of the consideration transferred—generally its acquisition-date fair value (paragraph 32 of the revised IFRS 3)—and specify how to measure goodwill if the fair value of the acquiree is more reliably measurable than the fair value of the consideration transferred or if no consideration is transferred (paragraph 33 of the revised IFRS 3).

* Refer to, for example, Eli Amir, Trevor S Harris and Elizabeth K Venuti, 'A Comparison of the Value-Relevance of U.S. versus Non-U.S. GAAP Accounting Measures Using Form 20-F Reconciliations', *Journal of Accounting Research*, Supplement (1993): 230–264; Mary Barth and Greg Clinch, 'International Accounting Differences and Their Relation to Share Prices: Evidence from U.K., Australian and Canadian Firms', *Contemporary Accounting Research* (spring 1996): 135–170; Keith W Chauvin and Mark Hirschey, 'Goodwill, Profitability, and the Market Value of the Firm', *Journal of Accounting and Public Policy* (summer 1994): 159–180; Ross Jennings, John Robinson, Robert B Thompson and Linda Duvall, 'The Relation between Accounting Goodwill Numbers and Equity Values', *Journal of Business Finance and Accounting* (June 1996): 513–533; and Mark G McCarthy and Douglas K Schneider, 'Market Perception of Goodwill: Some Empirical Evidence', *Accounting and Business Research* (winter 1995): 69–81.

BC331 Because business combinations are generally exchange transactions in which knowledgeable, unrelated willing parties exchange equal values, the boards continue to believe that the acquisition-date fair value of the consideration transferred provides the best evidence of the acquisition date fair value of the acquirer's interest in the acquiree in many, if not most, situations. However, that is not the case if the acquirer either makes a bargain purchase or pays more than the acquiree is worth at the acquisition date—if the acquirer underpays or overpays. The revised standards provide for recognising a gain in the event of a bargain purchase, but they do not provide for recognising a loss in the event of an overpayment (paragraph BC382). Therefore, the boards concluded that focusing directly on the fair value of the consideration transferred rather than on the fair value of the acquirer's interest in the acquiree, with a presumption that the two amounts are usually equal, would be a more straightforward way of describing how to measure goodwill. (The same conclusion applies to measuring the gain on a bargain purchase, which is discussed in paragraphs BC371–BC381.) That change in focus will also avoid unproductive disputes in practice about whether the consideration transferred or another valuation technique provides the best evidence for measuring the acquirer's interest in the acquiree in a particular situation.

Using the acquirer's interest in the acquiree to measure goodwill

BC332 The boards acknowledge that in the absence of measurable consideration, the acquirer is likely to incur costs to measure the acquisition-date fair value of its interest in the acquiree and incremental costs to have that measure independently verified. The boards observed that in many of those circumstances companies already incur such costs as part of their due diligence procedures. For example, an acquisition of a privately held entity by another privately held entity is often accomplished by an exchange of equity shares that do not have observable market prices. To determine the exchange ratio, those entities generally engage advisers and valuation experts to assist them in valuing the acquiree as well as the equity transferred by the acquirer in exchange for the acquiree. Similarly, a combination of two mutual entities is often accomplished by an exchange of member interests of the acquirer for all of the member interests of the acquiree. In many, but not necessarily all, of those cases the directors and managers of the entities also assess the relative fair values of the combining entities to ensure that the exchange of member interests is equitable to the members of both entities.

BC333 The boards concluded that the benefits in terms of improved financial information resulting from the revised standards outweigh the incremental measurement costs that the revised standards may require. Those improvements include the increased relevance and understandability of information resulting from applying the revised standards' measurement principle and guidance on recognising and measuring goodwill, which are consistent with reflecting the change in economic circumstances that occurs at that date.

BC334 The 2005 Exposure Draft included illustrative guidance for applying the fair value measurement requirement if no consideration is transferred or the consideration transferred is not the best evidence of the acquisition-date fair value of the acquiree. That illustrative guidance drew on related guidance in the FASB's exposure draft that preceded SFAS 157. Because SFAS 157 provides guidance on using valuation techniques such as the market approach and the income approach for measuring fair value, the FASB decided that it is unnecessary for SFAS 141(R) to provide the same guidance.

BC335 The IASB decided not to include in the revised IFRS 3 guidance on using valuation techniques to measure the acquisition-date fair value of the acquirer's interest in the acquiree. The IASB has on its agenda a project to develop guidance on measuring fair value. While deliberations on that project are in progress, the IASB considers it inappropriate to include fair value measurement guidance in IFRSs.

BC336 The FASB, on the other hand, completed its project on fair value measurement when it issued SFAS 157. SFAS 141(R), together with SFAS 157, provides broadly applicable measurement guidance that is relevant and useful in measuring the acquirer's interest in the acquiree. However, both boards were concerned that without some discussion of

special considerations for measuring the fair value of mutual entities, some acquirers might neglect to consider relevant assumptions that market participants would make about future member benefits when using a valuation technique. For example, the acquirer of a co-operative entity should consider the value of the member discounts in its determination of the fair value of its interest in the acquiree. Therefore, the boards decided to include a discussion of special considerations in measuring the fair value of mutual entities (paragraphs B47–B49 of the revised IFRS 3).

Measuring consideration and determining whether particular items are part of the consideration transferred for the acquiree

BC337 Paragraphs BC338–BC360 discuss the boards' conclusions on measuring specific items of consideration that are often transferred by acquirers. Paragraphs BC361–BC370 then discuss whether particular replacement awards of share-based remuneration and acquisition-related costs incurred by acquirers are part of the consideration transferred for the acquiree.

Measurement date for equity securities transferred

BC338 The guidance in IFRS 3 and SFAS 141 on the measurement date for equity securities transferred as consideration in a business combination differed, and SFAS 141's guidance on that issue was contradictory. Paragraph 22 of SFAS 141, which was carried forward from APB Opinion 16, said that the market price for a reasonable period before and after the date that the terms of the acquisition are agreed to and announced should be considered in determining the fair value of the securities issued. That effectively established the agreement date as the measurement date for equity securities issued as consideration. However, paragraph 49 of SFAS 141, which was also carried forward from APB Opinion 16, said that the cost of an acquiree should be determined as of the acquisition date. IFRS 3, on the other hand, required measuring the consideration transferred in a business combination at its fair value on the exchange date, which was the acquisition date for a combination in which control is achieved in a single transaction. (IFRS 3, like SFAS 141, included special guidance on determining the cost of a business combination in which control is achieved in stages.) In their deliberations leading to the 2005 Exposure Draft, the boards decided that the fair value of equity securities issued as consideration in a business combination should be measured at the acquisition date.

BC339 In reaching their conclusions on this issue, the boards considered the reasons for the consensus reached in EITF Issue No. 99-12 *Determination of the Measurement Date for the Market Price of Acquirer Securities Issued in a Purchase Business Combination*. That consensus states that the value of the acquirer's marketable equity securities issued to effect a business combination should be determined on the basis of the market price of the securities over a reasonable period before and after the terms of the acquisition are agreed to and announced. The arguments for that consensus are based on the view that the announcement of a transaction, and the related agreements, normally bind the parties to the transaction so that the acquirer is obliged at that point to issue the equity securities at the closing date. If the parties are bound to the transaction at the agreement (announcement) date, the value of the underlying securities on that date best reflects the value of the bargained exchange. The boards did not find those arguments compelling. The boards observed that to make the announcement of a recommended transaction binding generally requires shareholders' authorisation or another binding event, which also gives rise to the change in control of the acquiree.

BC340 Additionally, the boards noted that measuring the fair value of equity securities issued on the agreement date (or on the basis of the market price of the securities for a short period before and after that date) did not result in a consistent measure of the consideration transferred. The fair values of all other forms of consideration transferred are measured at the acquisition date. The boards decided that all forms of consideration transferred should be valued on the same date, which should also be the same date as when the assets acquired and liabilities assumed are measured. The boards also observed that negotiations between an acquirer and an acquiree typically provide for share adjustments

in the event of material events and circumstances between the agreement date and acquisition date. In addition, ongoing negotiations after announcement of agreements, which are not unusual, provide evidence that agreements are generally not binding at the date they are announced. Lastly, the boards also observed that the parties typically provide for cancellation options if the number of shares to be issued at the acquisition date would not reflect an exchange of approximately equal fair values at that date.

BC341 Respondents to the 2005 Exposure Draft expressed mixed views on the measurement date for equity securities. Some supported the proposal to measure equity securities at their fair value on the acquisition date, generally for the same reasons given in that exposure draft. Others, however, favoured use of the agreement date. They generally cited one or more of the following as support for their view:

- (a) An acquirer and a target entity both consider the fair value of a target entity on the agreement date in negotiating the amount of consideration to be paid. Measuring equity securities issued as consideration at fair value on the agreement date reflects the values taken into account in negotiations.
- (b) Changes in the fair value of the acquirer's equity securities between the agreement date and the acquisition date may be caused by factors unrelated to the business combination.
- (c) Changes in the fair value of the acquirer's equity securities between the agreement date and the acquisition date may result in inappropriate recognition of either a bargain purchase or artificially inflated goodwill if the fair value of those securities is measured at the acquisition date.

BC342 In considering those comments, the boards observed, as they did in the 2005 Exposure Draft, that valid conceptual arguments can be made for both the agreement date and the acquisition date. However, they also observed that the parties to a business combination are likely to take into account expected changes between the agreement date and the acquisition date in the fair value of the acquirer and the market price of the acquirer's securities issued as consideration. The argument against acquisition date measurement of equity securities noted in paragraph BC341(a) is mitigated if acquirers and targets generally consider their best estimates at the agreement date of the fair values of the amounts to be exchanged on the acquisition dates. The boards also noted that measuring the equity securities on the acquisition date avoids the complexities of dealing with situations in which the number of shares or other consideration transferred can change between the agreement date and the acquisition date. The boards therefore concluded that equity instruments issued as consideration in a business combination should be measured at their fair values on the acquisition date.

Contingent consideration, including subsequent measurement

BC343 In accordance with the guidance in SFAS 141, which was carried forward from APB Opinion 16 without reconsideration, an acquirer's obligations to make payments conditional on the outcome of future events (often called *contingent consideration*) were not usually recognised at the acquisition date. Rather, acquirers usually recognised those obligations when the contingency was resolved and consideration was issued or became issuable. In general, issuing additional securities or distributing additional cash or other assets upon resolving contingencies on the basis of reaching particular earnings levels resulted in delayed recognition of an additional element of cost of an acquiree. In contrast, issuing additional securities or distributing additional assets upon resolving contingencies on the basis of security prices did not change the recognised cost of an acquiree.

BC344 The IASB carried forward in IFRS 3 the requirements for contingent consideration from IAS 22 without reconsideration. In accordance with IFRS 3, an acquirer recognised consideration that is contingent on future events at the acquisition date only if it is probable and can be measured reliably. If the required level of probability or reliability for recognition was reached only after the acquisition date, the additional consideration was treated as an

adjustment to the accounting for the business combination and to goodwill at that later date.

- BC345 Therefore, in accordance with both SFAS 141 and IFRS 3, unlike other forms of consideration, an obligation for contingent consideration was not always measured at its acquisition-date fair value and its remeasurement either sometimes (SFAS 141) or always (IFRS 3) resulted in an adjustment to the business combination accounting.
- BC346 In developing the 2005 Exposure Draft, both boards concluded that the delayed recognition of contingent consideration in their previous standards on business combinations was unacceptable because it ignored that the acquirer's agreement to make contingent payments is the obligating event in a business combination transaction. Although the amount of the future payments the acquirer will make is conditional on future events, the obligation to make them if the specified future events occur is unconditional. The same is true for a right to the return of previously transferred consideration if specified conditions are met. Failure to recognise that obligation or right at the acquisition date would not faithfully represent the economic consideration exchanged at that date. Thus, both boards concluded that obligations and rights associated with contingent consideration arrangements should be measured and recognised at their acquisition-date fair values.
- BC347 The boards considered arguments that it might be difficult to measure the fair value of contingent consideration at the acquisition date. The boards acknowledged that measuring the fair value of some contingent payments may be difficult, but they concluded that to delay recognition of, or otherwise ignore, assets or liabilities that are difficult to measure would cause financial reporting to be incomplete and thus diminish its usefulness in making economic decisions.
- BC348 Moreover, a contingent consideration arrangement is inherently part of the economic considerations in the negotiations between the buyer and seller. Such arrangements are commonly used by buyers and sellers to reach an agreement by sharing particular specified economic risks related to uncertainties about future outcomes. Differences in the views of the buyer and seller about those uncertainties are often reconciled by their agreeing to share the risks in such ways that favourable future outcomes generally result in additional payments to the seller and unfavourable outcomes result in no or lower payments. The boards observed that information used in those negotiations will often be helpful in estimating the fair value of the contingent obligation assumed by the acquirer.
- BC349 The boards noted that most contingent consideration obligations are financial instruments, and many are derivative instruments. Reporting entities that use such instruments extensively, auditors and valuation professionals are familiar with the use of valuation techniques for estimating the fair values of financial instruments. The boards concluded that acquirers should be able to use valuation techniques to develop estimates of the fair values of contingent consideration obligations that are sufficiently reliable for recognition. The boards also observed that an effective estimate of zero for the acquisition-date fair value of contingent consideration, which was often the result under IFRS 3 and SFAS 141, was unreliable.
- BC350 Some respondents to the 2005 Exposure Draft were especially concerned about the reliability with which the fair value of performance-based contingent consideration can be measured. The IASB and the FASB considered those concerns in the context of related requirements in their standards on share-based payments (IFRS 2 and SFAS 123(R), respectively), neither of which requires performance conditions that are not market conditions to be included in the market-based measure of an award of share-based payment at the grant date. For example, remuneration cost is recognised for a share option with vesting requirements that depend on achievement of an earnings target based on the number of equity instruments expected to vest and any such cost recognised during the vesting period is reversed if the target is not achieved. Both IFRS 2 and SFAS 123(R) cite constituents' concerns about the measurability at the grant date of the expected outcomes associated with performance conditions as part of the reason for that treatment.

- BC351 The boards concluded that the requirements for awards of share-based payment subject to performance conditions should not determine the requirements for contingent (or conditional) consideration in a business combination. In addition, the boards concluded that the negotiations between buyer and seller inherent in a contingent consideration arrangement in a business combination provide better evidence of its fair value than is likely to be available for most share-based payment arrangements with performance conditions.
- BC352 The boards also noted that some contingent consideration arrangements oblige the acquirer to deliver its equity securities if specified future events occur. The boards concluded that the classification of such instruments as either equity or a liability should be based on existing IFRSs or US GAAP, as indicated in paragraph 40 of the revised IFRS 3.

Subsequent measurement of contingent consideration

- BC353 For reasons similar to those discussed in the context of contingent liabilities (paragraphs BC232 and BC243), the boards concluded that the revised standards must address subsequent accounting for contingent consideration. For consistency with the accounting for other obligations that require an entity to deliver its equity shares, the boards concluded that obligations for contingent payments that are classified as equity should not be remeasured after the acquisition date.
- BC354 The boards observed that many obligations for contingent consideration that qualify for classification as liabilities meet the definition of derivative instruments in IAS 39 or SFAS 133. To improve transparency in reporting particular instruments, the boards concluded that all contracts that would otherwise be within the scope of those standards (if not issued in a business combination) should be subject to their requirements if issued in a business combination. Therefore, the boards decided to eliminate their respective provisions (paragraph 2(f) of IAS 39 and paragraph 11(c) of SFAS 133) that excluded contingent consideration in a business combination from the scope of those standards. Accordingly, liabilities for payments of contingent consideration that are subject to the requirements of IAS 39 or SFAS 133 would subsequently be measured at fair value at the end of each reporting period, with changes in fair value recognised in accordance with whichever of those standards an entity applies in its financial statements.
- BC355 In considering the subsequent accounting for contingent payments that are liabilities but are not derivatives, the boards concluded that, in concept, all liabilities for contingent payments should be accounted for similarly. Therefore, liabilities for contingent payments that are not derivative instruments should also be remeasured at fair value after the acquisition date. The boards concluded that applying those provisions would faithfully represent the fair value of the liability for the contingent payment of consideration that remains a liability until settled.
- BC356 The boards also considered whether subsequent changes in the fair values of liabilities for contingent consideration should be reflected as adjustments to the consideration transferred in the business combination (usually in goodwill). Some respondents to the 2005 Exposure Draft favoured that alternative because they thought that changes in the fair value of contingent consideration effectively resolve differing views of the acquirer and the former owners of the acquiree about the acquisition-date fair value of the acquiree. The boards acknowledged that a conclusive determination at the acquisition date of the fair value of a liability for contingent consideration might not be practicable in the limited circumstances in which particular information is not available at that date. As discussed in more detail in paragraphs BC390–BC400, the boards decided that the revised standards should provide for provisional measurement of the fair value of assets acquired or liabilities assumed or incurred, including liabilities for contingent payments, in those circumstances.

BC357 Except for adjustments during the measurement period to provisional estimates of fair values at the acquisition date, the boards concluded that subsequent changes in the fair value of a liability for contingent consideration do not affect the acquisition-date fair value of the consideration transferred. Rather, those subsequent changes in value are generally directly related to post-combination events and changes in circumstances related to the combined entity. Thus, subsequent changes in value for post-combination events and circumstances should not affect the measurement of the consideration transferred or goodwill on the acquisition date. (The boards acknowledge that some changes in fair value might result from events and circumstances related in part to a pre-combination period. But that part of the change is usually indistinguishable from the part related to the post-combination period and the boards concluded that the benefits in those limited circumstances that might result from making such fine distinctions would not justify the costs that such a requirement would impose.)

BC358 The boards also considered arguments that the results of the requirements of the revised standards for recognition of changes in the fair value of contingent consideration after the acquisition date are counter-intuitive because they will result in:

- (a) recognising gains if the specified milestone or event requiring the contingent payment is not met. For example, the acquirer would recognise a gain on the reversal of the liability if an earnings target in an earn-out arrangement is not achieved.
- (b) recognising losses if the combined entity is successful and the amount paid exceeds the estimated fair value of the liability at the acquisition date.

BC359 The boards accept the consequence that recognising the fair value of a liability for payment of contingent consideration is likely to result subsequently in a gain if smaller or no payments are required or result in a loss if greater payments are required. That is a consequence of entering into contingent consideration arrangements related to future changes in the value of a specified asset or liability or earnings of the acquiree after the acquisition date. For example, if a contingent consideration arrangement relates to the level of future earnings of the combined entity, higher earnings in the specified periods may be partially offset by increases in the liability to make contingent payments based on earnings because the acquirer has agreed to share those increases with former owners of the acquiree.

BC360 The boards also observed that liabilities for contingent payments may be related to contingencies surrounding an outcome for a particular asset or another liability. In those cases, the effect on income of the period of a change in the fair value of the liability for the contingent payment may be offset by a change in the value of the asset or other liability. For example, after an acquisition the combined entity might reach a favourable settlement of pending litigation of the acquiree for which it had a contingent consideration arrangement. If the combined entity is thus required to make a contingent payment to the seller of the acquiree that exceeds the initially estimated fair value of the liability for contingent consideration, the effect of the increase in that liability may be offset in part by the reduction in the liability to the litigation claimant. Similarly, if the acquirer is not required to make a contingent payment to the seller because an acquired research and development project failed to result in a viable product, the gain from the elimination of the liability may be offset, in whole or in part, by an impairment charge to the asset acquired.

Replacement awards

BC361 An acquirer sometimes issues replacement awards to benefit the employees of the acquiree for past services, for future services or for both. Accordingly, the 2005 Exposure Draft included guidance for determining the extent to which replacement awards are for past services (and thus part of the consideration transferred in the business combination) or future services (and thus not part of the consideration transferred). In developing that guidance, the boards' objective was, as far as possible, to be consistent with the guidance in their respective standards on share-based payments.

- BC362 Few respondents to the 2005 Exposure Draft commented on this issue, and those who did so generally agreed with the proposals, at least as they related to entities that apply IFRS 2 in accounting for share-based payment awards granted otherwise than in a business combination. However, in redeliberating the 2005 Exposure Draft, the FASB observed that some of its proposals on share-based payment awards were not consistent with SFAS 123(R), which was published after the related deliberations in the second phase of its business combinations project. For example, the 2005 Exposure Draft proposed that the excess, if any, of the fair value of replacement awards over the fair value of the replaced acquiree awards should be immediately recognised as remuneration cost in the post-combination financial statements even if employees were required to render future service to earn the rights to the replacement awards. SFAS 123(R), on the other hand, requires recognition of additional remuneration cost arising in a modification of the terms of an award (which is the same as the replacement of one award with another) over the requisite service period. The FASB concluded that, in general, the requirements of SFAS 141(R) on accounting for replacements of share-based payment awards should be consistent with the requirements for other share-based payment awards in SFAS 123(R). To achieve that goal the FASB modified the guidance in SFAS 141(R) on accounting for any excess of the fair value of replacement awards over the fair value of the replaced awards.
- BC363 In addition, the FASB's constituents raised questions about other aspects of the guidance on accounting for the replacement of share-based payment awards. Those questions generally related to interpretative guidance that SFAS 123(R) superseded or nullified without providing comparable guidance—specifically, FASB Interpretation No. 44 *Accounting for Certain Transactions Involving Stock Compensation* and EITF Issue No. 00-23 *Issues Related to the Accounting for Stock Compensation under APB Opinion No. 25 and FASB Interpretation No. 44*. Paragraphs B56–B62 of the revised IFRS 3 provide guidance to help in resolving those implementation questions. In developing that guidance, the FASB sought to apply the same principles to the replacement of share-based payment awards in a business combination that are applied to share-based payment awards in other situations. The IASB agreed with that goal, and it decided that the guidance on accounting for replacement awards of share-based payment is consistent with the guidance in IFRS 2 on accounting for modification of share-based payment awards.
- BC364 The boards concluded that the guidance in the revised standards is consistent with the objective that the consideration transferred for an acquired business includes those payments that are for the business and excludes those payments that are for other purposes. Remuneration for future services to be rendered to the acquirer by former owners or other employees of the acquiree is not, in substance, consideration for the business acquired.

Acquisition-related costs

- BC365 The boards considered whether acquisition-related costs are part of the consideration transferred in exchange for the acquiree. Those costs include an acquirer's costs incurred in connection with a business combination (a) for the services of lawyers, investment bankers, accountants and other third parties and (b) for issuing debt or equity instruments used to effect the business combination (issue costs). Generally, acquisition-related costs are charged to expense as incurred, but the costs to issue debt or equity securities are an exception. Currently, the accounting for issue costs is mixed and conflicting practices have developed in the absence of clear accounting guidance. The FASB is addressing issue costs in its project on liabilities and equity and has tentatively decided that those costs should be recognised as expenses as incurred. Some FASB members would have preferred to require issue costs to effect a business combination to be recognised as expenses, but they did not think that the business combinations project was the place to make that decision. Therefore, the FASB decided to allow mixed practices for accounting for issue costs to continue until the project on liabilities and equity resolves the issue broadly.

- BC366 The boards concluded that acquisition-related costs are not part of the fair value exchange between the buyer and seller for the business. Rather, they are separate transactions in which the buyer pays for the fair value of services received. The boards also observed that those costs, whether for services performed by external parties or internal staff of the acquirer, do not generally represent assets of the acquirer at the acquisition date because the benefits obtained are consumed as the services are received.
- BC367 Thus, the 2005 Exposure Draft proposed, and the revised standards require, the acquirer to exclude acquisition-related costs from the measurement of the fair value of both the consideration transferred and the assets acquired or liabilities assumed as part of the business combination. Those costs are to be accounted for separately from the business combination, and generally recognised as expenses when incurred. The revised standards therefore resolve inconsistencies in accounting for acquisition-related costs in accordance with the cost-accumulation approach in IFRS 3 and SFAS 141, which provided that the cost of an acquiree included *direct* costs incurred for an acquisition of a business but excluded *indirect* costs. Direct costs included out-of-pocket or incremental costs, for example, finder's fees and fees paid to outside consultants for accounting, legal or valuation services for a successful acquisition, but direct costs incurred in unsuccessful negotiations were recognised as expenses as incurred. Indirect costs included recurring internal costs, such as maintaining an acquisition department. Although those costs also could be directly related to a successful acquisition, they were recognised as expenses as incurred.
- BC368 Some respondents to the 2005 Exposure Draft said that acquisition-related costs, including costs of due diligence, are unavoidable costs of the investment in a business. They suggested that, because the acquirer intends to recover its due diligence cost through the post-acquisition operations of the business, that transaction cost should be capitalised as part of the total investment in the business. Some also argued that the buyer specifically considers those costs in determining the amount that it is willing to pay for the acquiree. The boards rejected those arguments. They found no persuasive evidence indicating that the seller of a particular business is willing to accept less than fair value as consideration for its business merely because a particular buyer may incur more (or less) acquisition-related costs than other potential buyers for that business. Furthermore, the boards concluded that the intentions of a particular buyer, including its plans to recover such costs, are a separate matter that is distinct from the fair value measurement objective in the revised standards.
- BC369 The boards acknowledge that the cost-accumulation models in IFRS 3 and SFAS 141 included some acquisition-related costs as part of the carrying amount of the assets acquired. The boards also acknowledge that all asset acquisitions are similar transactions that, in concept, should be accounted for similarly, regardless of whether assets are acquired separately or as part of a group of assets that may meet the definition of a business. However, as noted in paragraph BC20, the boards decided not to extend the scope of the revised standards to all acquisitions of groups of assets. Therefore, the boards accept that, at this time, accounting for most acquisition-related costs separately from the business combination, generally as an expense as incurred for services received in connection with a combination, differs from some standards or accepted practices that require or permit particular acquisition-related costs to be included in the cost of an asset acquisition. The boards concluded, however, that the revised standards improve financial reporting by eliminating inconsistencies in accounting for acquisition-related costs in connection with a business combination and by applying the fair value measurement principle to all business combinations. The boards also observed that in practice under IFRS 3 and SFAS 141, most acquisition-related costs were subsumed in goodwill, which was also not consistent with accounting for asset acquisitions.
- BC370 The boards also considered concerns about the potential for abuse. Some constituents, including some respondents to the 2005 Exposure Draft, said that if acquirers could no longer capitalise acquisition-related costs as part of the cost of the business acquired, they might modify transactions to avoid recognising those costs as expenses. For example, some said that a buyer might ask a seller to make payments to the buyer's vendors on its

behalf. To facilitate the negotiations and sale of the business, the seller might agree to make those payments if the total amount to be paid to it upon closing of the business combination is sufficient to reimburse the seller for payments it made on the buyer's behalf. If the disguised reimbursements were treated as part of the consideration transferred for the business, the acquirer might not recognise those expenses. Rather, the measure of the fair value of the business and the amount of goodwill recognised for that business might be overstated. To mitigate such concerns, the revised standards require any payments to an acquiree (or its former owners) in connection with a business combination that are payments for goods or services that are not part of the acquired business to be assigned to those goods or services and accounted for as a separate transaction. The revised standards specifically require an acquirer to determine whether any portion of the amounts transferred by the acquirer are separate from the consideration exchanged for the acquiree and the assets acquired and liabilities assumed in the business combination. The revised standards (see paragraphs 51–53 and B50 of the revised IFRS 3) provide guidance for making that determination.

Bargain purchases

BC371 Paragraphs 34–36 of the revised IFRS 3 set out the accounting requirements for a bargain purchase. The boards consider bargain purchases anomalous transactions—business entities and their owners generally do not knowingly and willingly sell assets or businesses at prices below their fair values. However, bargain purchases have occurred and are likely to continue to occur. Circumstances in which they occur include a forced liquidation or distress sale (eg after the death of a founder or key manager) in which owners need to sell a business quickly, which may result in a price that is less than fair value.

BC372 The boards observed that an economic gain is inherent in a bargain purchase. At the acquisition date, the acquirer is better off by the amount by which the fair value of what is acquired exceeds the fair value of the consideration transferred (paid) for it. The boards concluded that, in concept, the acquirer should recognise that gain at the acquisition date. However, the boards acknowledged that although the reasons for a forced liquidation or distress sale are often apparent, sometimes clear evidence might not exist, for example, if a seller uses a closed (private) process for the sale and to maintain its negotiating position is unwilling to reveal the main reason for the sale. The appearance of a bargain purchase without evidence of the underlying reasons would raise concerns in practice about the existence of measurement errors.

BC373 Constituents, including some respondents to the 2005 Exposure Draft, expressed concerns about recognising gains upon the acquisition of a business, particularly if it is difficult to determine whether a particular acquisition is in fact a bargain purchase. They also suggested that an initial determination of an excess of the acquisition-date fair value (or other recognised amounts) of the identifiable net assets acquired over the fair value of the consideration paid by the acquirer plus the recognised amount of any non-controlling interest in the acquiree might arise from other factors, including:

- (a) errors in measuring the fair values of (i) the consideration paid for the business, (ii) the assets acquired or (iii) the liabilities assumed; and
- (b) using measures in accordance with IFRSs or US GAAP that are not fair values.

Distinguishing a bargain purchase from measurement errors

BC374 The boards acknowledged concerns raised by constituents that a requirement to recognise gains on a bargain purchase might provide an opportunity for inappropriate gain recognition from intentional errors resulting from the acquirer's:

- (a) understating or failing to identify the value of items of consideration that it transferred;
- (b) overstating values attributed to particular assets acquired; or

- (c) understating or failing to identify and recognise particular liabilities assumed.

BC375 The boards think that problems surrounding intentional measurement errors by acquirers are generally best addressed by means other than setting standards specifically intended to avoid abuse. Strong internal control systems and the use of independent valuation experts and external auditors are among the means by which both intentional and unintentional measurement errors are minimised. Standards specifically designed to avoid abuse would inevitably lack neutrality. (See paragraph BC51 for a discussion of the need for neutrality in accounting and accounting standards.) However, the boards share constituents' concerns about the potential for inappropriate gain recognition resulting from measurement bias or undetected measurement errors. Thus, the boards decided (see paragraph 36 of the revised IFRS 3) to require the acquirer to reassess whether it has correctly identified all of the assets acquired and all of the liabilities assumed before recognising a gain on a bargain purchase. The acquirer must then review the procedures used to measure the amounts the revised standards require to be recognised at the acquisition date for all of the following:

- (a) the identifiable assets acquired and liabilities assumed;
- (b) the non-controlling interest in the acquiree, if any;
- (c) for a business combination achieved in stages, the acquirer's previously held equity interest in the acquiree; and
- (d) the consideration transferred.

The objective of that review is to ensure that appropriate consideration has been given to all available information in identifying the items to be measured and recognised and in determining their fair values. The boards believe that the required review will mitigate, if not eliminate, undetected errors that might have existed in the initial measurements.

BC376 The boards acknowledged, however, that the required review might be insufficient to eliminate concerns about unintentional measurement bias. They decided to address that concern by limiting the extent of gain that can be recognised. Thus, the revised standards provide that a gain on a bargain purchase is measured as the excess of:

- (a) the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed; over
- (b) the acquisition-date fair value of the consideration transferred plus the recognised amount of any non-controlling interest in the acquiree and, if the transaction is an acquisition achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree.

That means that a gain on a bargain purchase and goodwill cannot both be recognised for the same business combination. The 2005 Exposure Draft defined a bargain purchase as a transaction in which the fair value of the acquirer's interest in the acquiree exceeds the consideration transferred for it, but it would have required that any resulting goodwill should be written off before a gain was recognised. The result of the revised standards' requirement is the same, but there will be no goodwill to write off if the gain is measured with reference to the identifiable net assets acquired rather than the fair value of the acquirer's interest in the acquiree. In addition, the revised standards require (paragraph B64(n) of the revised IFRS 3) the acquirer to disclose information about a gain recognised on a bargain purchase.

BC377 The main purpose of the limitation on gain recognition is to mitigate the potential for inappropriate gain recognition through measurement errors, particularly those that might result from unintended measurement bias. The main purpose of the disclosure requirement is to provide information that enables users of an acquirer's financial statements to evaluate the nature and financial effect of business combinations that occur

during the period. The boards acknowledged, however, that the limitation and disclosure requirements may also help to mitigate constituents' concerns about potential abuse, although that is not their primary objective.

BC378 Moreover, the boards believe that concerns about abuse resulting from the opportunity for gain recognition may be overstated. Financial analysts and other users have often told the boards that they give little weight to one-off or unusual gains, such as those resulting from a bargain purchase transaction. In addition, the boards noted that managers of entities generally have no incentive to overstate assets acquired or understate liabilities assumed in a business combination because that would generally result in higher post-combination expenses—when the assets are used or become impaired or liabilities are remeasured or settled.

Distinguishing a bargain purchase from a 'negative goodwill result'

BC379 The boards acknowledged that a so-called negative goodwill result remains a possibility (although in most situations, a remote possibility) because the revised standards continue to require particular assets acquired and liabilities assumed to be measured at amounts other than their acquisition-date fair values. The boards observed, however, that the revised standards address most deficiencies in past requirements on accounting for business combinations that previously led to negative goodwill results—ie a result that had the appearance but not the economic substance of a bargain purchase. For example, often no liability was recognised for some contingent payment arrangements (eg earn-outs) at the acquisition date, which could result in the appearance of a bargain purchase by understating the consideration paid. The revised standards, in contrast, require the measurement and recognition of substantially all liabilities at their fair values on the acquisition date.

BC380 The boards also considered concerns raised by some constituents that a buyer's expectations of future losses and its need to incur future costs to make a business viable might give rise to a negative goodwill result. In other words, a buyer would be willing to pay a seller only an amount that is, according to that view, less than the fair value of the acquiree (or its identifiable net assets) because to make a fair return on the business the buyer would need to make further investments in that business to bring its condition to fair value. The boards disagreed with that view for the reasons noted in paragraphs BC134–BC143 in the context of liabilities associated with restructuring or exit activities of the acquiree, as well as those that follow.

BC381 Fair values are measured by reference to unrelated buyers and sellers that are knowledgeable and have a common understanding about factors relevant to the business and the transaction and are also willing and able to transact business in the same market(s) and have the legal and financial ability to do so. The boards are aware of no compelling reason to believe that, in the absence of duress, a seller would willingly and knowingly sell a business for an amount less than its fair value. Thus, the boards concluded that careful application of the revised standards' fair value measurement requirements will mitigate concerns that negative goodwill might result and be misinterpreted as a bargain purchase transaction.

Overpayments

BC382 The boards considered whether the revised standards should include special provisions to account for a business combination in which a buyer overpays for its interest in the acquiree. The boards acknowledged that overpayments are possible and, in concept, an overpayment should lead to the acquirer's recognition of an expense (or loss) in the period of the acquisition. However, the boards believe that in practice any overpayment is unlikely to be detectable or known at the acquisition date. In other words, the boards are not aware of instances in which a buyer knowingly overpays or is compelled to overpay a seller to acquire a business. Even if an acquirer thinks it might have overpaid in some sense, the amount of overpayment would be difficult, if not impossible, to quantify. Thus, the boards concluded that in practice it is not possible to identify and reliably measure an

overpayment at the acquisition date. Accounting for overpayments is best addressed through subsequent impairment testing when evidence of a potential overpayment first arises.

Additional guidance for particular types of business combinations

BC383 To help entities apply the acquisition method as required by the revised standards, the boards decided to provide additional guidance for business combinations achieved in stages and those achieved without the transfer of consideration. Paragraphs BC384–BC389 discuss the guidance provided on business combinations achieved in stages. The guidance on combinations achieved without the transfer of consideration merely responds to a question about how to report the acquiree's net assets in the equity section of the acquirer's post-combination statement of financial position, and this Basis for Conclusions does not discuss that guidance further.

Business combinations achieved in stages

BC384 In a business combination achieved in stages, the acquirer remeasures its previously held equity interest at its acquisition-date fair value and recognises the related gain or loss in profit or loss (paragraph 42 of the revised IFRS 3). The boards concluded that a change from holding a non-controlling investment in an entity to obtaining control of that entity is a significant change in the nature of and economic circumstances surrounding that investment. That change warrants a change in the classification and measurement of that investment. Once it obtains control, the acquirer is no longer the owner of a non-controlling investment asset in the acquiree. As in present practice, the acquirer ceases its accounting for an investment asset and begins reporting in its financial statements the underlying assets, liabilities and results of operations of the acquiree. In effect, the acquirer exchanges its status as an owner of an investment asset in an entity for a controlling financial interest in all of the underlying assets and liabilities of that entity (acquiree) and the right to direct how the acquiree and its management use those assets in its operations.

BC385 In August 2003 the FASB held a round-table meeting with members of its resource group on business combinations and other constituents to discuss, among other things, the decision to require an acquirer to remeasure any previously held equity investment in an acquiree at its acquisition-date fair value and to recognise in earnings any gain or loss. The users of financial statements indicated they did not have significant concerns with that change to present practice, as long as the amount of the gain or loss is clearly disclosed in the financial statements or in the notes. Paragraph B64(p) of the revised IFRS 3 requires that disclosure.

BC386 The boards rejected the view expressed by some constituents that the carrying amount of any pre-acquisition investment should be retained in the initial accounting for the cost of the business acquired. The boards concluded that cost-accumulation practices led to many of the inconsistencies and deficiencies in financial reporting as required by SFAS 141 and, to a lesser extent, by IFRS 3 (see paragraphs BC198–BC202).

BC387 Some constituents also expressed concern about what they described as allowing an opportunity for gain recognition on a purchase transaction. The boards noted that the required remeasurement could also result in loss recognition. Moreover, the boards rejected the characterisation that the result is to recognise a gain or loss on a purchase. Rather, under today's mixed attribute accounting model, economic gains and losses are recognised as they occur for some, but not all, financial instruments. If an equity interest in an entity is not required to be measured at its fair value, the recognition of a gain or loss at the acquisition date is merely a consequence of the delayed recognition of the economic gain or loss that is present in that financial instrument. If the investment asset had been measured at fair value at the end of each reporting period, the gain or loss would have been recognised as it occurred and measurement of the asset at its acquisition-date fair value would result in no further gain or loss.

- BC388 Some respondents who agreed that an acquirer should remeasure its previously held equity interest at fair value would recognise any resulting gain or loss in other comprehensive income rather than in profit or loss. Those respondents said that the accounting for previously held equity interests is similar to the accounting for available-for-sale securities. Changes in the value of available-for-sale securities are recognised in other comprehensive income. They view each step in a step acquisition as a transaction in which the acquirer only obtains more shares in the acquiree. Because the shares that the acquirer previously held have not been exchanged or sold, they think that the recognition of profit or loss is not appropriate.
- BC389 The boards understand that the required treatment of a previously held equity investment in a step acquisition is different from the initial recognition of gains or losses on available-for-sale securities. However, the boards noted that changes in the value of available-for-sale securities are recognised in profit or loss when the securities are derecognised. In a business combination achieved in stages, the acquirer derecognises its investment asset in an entity in its consolidated financial statements when it achieves control. Thus, the boards concluded that it is appropriate to recognise any resulting gain or loss in profit or loss at the acquisition date.

Measurement period

- BC390 The revised standards provide an acquirer with a reasonable period after the acquisition date, a *measurement period*, during which to obtain the information necessary to identify and measure the items specified in paragraph 46 of the revised IFRS 3 as of the acquisition date in accordance with the requirements of the revised standards. If sufficient information is not available at the acquisition date to measure those amounts, the acquirer determines and recognises provisional amounts until the necessary information becomes available.
- BC391 The boards concluded that providing for retrospective adjustments during the measurement period should help to resolve concerns about the quality and availability of information at the acquisition date for measuring the fair values of particular items at that date. Constituents especially indicated such concerns about contingent liabilities and contingent consideration arrangements, which also affect the amount of goodwill or the gain recognised on a bargain purchase.
- BC392 The boards decided to place constraints on the period for which it is deemed reasonable to be seeking information necessary to complete the accounting for a business combination. The measurement period ends as soon as the acquirer receives the necessary information about facts and circumstances that existed as of the acquisition date or learns that the information is not obtainable. However, in no circumstances may the measurement period exceed one year from the acquisition date. The boards concluded that allowing a measurement period longer than one year would not be especially helpful; obtaining reliable information about circumstances and conditions that existed more than a year ago is likely to become more difficult as time passes. Of course, the outcome of some contingencies and similar matters may not be known within a year. But the objective of the measurement period is to provide time to obtain the information necessary to measure the fair value of the item as of the acquisition date. Determining the ultimate settlement amount of a contingency or other item is not necessary. Uncertainties about the timing and amount of future cash flows are part of the measure of the fair value of an asset or liability.
- BC393 The boards also concluded that acquirers should provide users of their financial statements with relevant information about the status of items that have been measured only provisionally. Thus, paragraph B67(a) of the revised IFRS 3 specifies particular disclosures about those items.
- BC394 Both IFRS 3 and SFAS 141 included a period during which an acquirer might measure particular amounts provisionally if the necessary information was not available at the acquisition date. Neither of those provisions was identical to the measurement period guidance in the revised standards, although IFRS 3's was quite similar. However, the

measurement period provisions in the revised standards differ in important ways from the allocation period guidance of SFAS 141 and its cost-allocation method. The revised standards emphasise the principle that assets acquired, liabilities assumed and any non-controlling interest in the acquiree should be measured at their acquisition-date fair values. SFAS 141's allocation period and its post-combination adjustments delayed the recognition of assets and liabilities, and those assets and liabilities were not measured at their acquisition-date fair values when they were recognised. Therefore, the FASB decided to replace the SFAS 141 term *allocation period* and its guidance with the measurement period guidance in the revised standards.

BC395 The FASB also decided that to improve the quality of comparative information reported in financial statements and to converge with the requirements of IFRS 3, SFAS 141(R) should require an acquirer:

- (a) to recognise adjustments made during the measurement period to the provisional values of the assets acquired and liabilities assumed as if the accounting for the business combination had been completed at the acquisition date.
- (b) to adjust comparative information in previously issued financial statements, including any change in depreciation, amortisation or other income effect recognised as a result of completing the initial accounting.

BC396 SFAS 141 was silent about whether adjustments during its allocation period were to be reported retrospectively, but the FASB noted that in practice the effects of those adjustments were typically reported in the post-combination period, not retrospectively. The FASB acknowledged concerns that retrospective adjustments and adjusting previously issued comparative information are more costly. The FASB observed, however, that applying measurement period adjustments retrospectively would result in at least two significant benefits: (a) improvements in comparative period information and (b) avoidance of divergent accounting between US entities and others and the reduction of reconciling items and their attendant costs. The FASB concluded, as had the IASB in developing IFRS 3, that those overall benefits outweigh the potential costs of retrospective application.

BC397 Some respondents to the 2005 Exposure Draft (generally those who apply US GAAP rather than IFRSs) disagreed with retrospective application of measurement period adjustments. They regarded measurement period adjustments as similar to changes in estimates, which are accounted for prospectively. They noted that FASB Statement No. 154 *Accounting Changes and Error Corrections* (SFAS 154) and IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* both require retrospective adjustment only for changes in accounting policy or restatement for errors.

BC398 In considering those responses, the boards observed that measurement period adjustments in a business combination differ from the changes in estimates dealt with by SFAS 154 and IAS 8. Measurement period adjustments result from information about assets, liabilities and non-controlling interests **as of** the acquisition date that becomes available only after that date. In contrast, adjustments for changes in estimates generally result from changes in facts and circumstances that affect an estimate, for example, a change in technology that affects the useful life of an asset.

BC399 The boards concluded that adjustments during the measurement period following a business combination are more analogous to adjusting events after the end of the reporting period (IAS 10 *Events after the Reporting Period*) than to changes in estimates. The effects of events that occur after the end of an accounting period but before the financial statements for the period are authorised for issue and provide evidence of a condition that existed at the date of the financial statements are reflected in financial statements as of that date. Similarly, the effects of information that first becomes available during the measurement period and provides evidence of conditions or circumstances that existed at the acquisition date should be reflected in the accounting as of that date.

BC400 To recognise measurement period adjustments only prospectively would be inconsistent with the recognition and measurement principles in the revised standards. Thus, although the boards understand the practical and other difficulties with retrospective adjustments, on balance, they concluded that requiring such adjustments in this situation is appropriate.

Disclosures

BC401 Because a business combination often results in a significant change to an entity's operations, the nature and extent of the information disclosed about the transaction bear on users' abilities to assess the effects of such changes on post-combination profit or loss and cash flows. Accordingly, as part of their respective projects that led to IFRS 3 and SFAS 141, the IASB and the FASB both considered the usefulness of the disclosure requirements required by IAS 22 and APB Opinion 16, respectively, for the acquisition method. IFRS 3 and SFAS 141 carried forward disclosures from the earlier requirements for business combinations that remained relevant, eliminated those that did not and modified those that were affected by changes in the recognition or measurement requirements. In the second phase of their projects on business combinations, the boards undertook essentially the same sort of reconsideration of the disclosure requirements in IFRS 3 and SFAS 141, and they also considered particular disclosures requested by respondents to the 2005 Exposure Draft.

BC402 The remainder of this section first reviews the changes that SFAS 141 and IFRS 3 made to the disclosure requirements of APB Opinion 16 and IAS 22 respectively (paragraphs BC403–BC418). Paragraphs BC419–BC428 then discuss the changes the revised standards make to the disclosure requirements of SFAS 141 and IFRS 3.

Disclosure requirements of SFAS 141

Disclosure of information about the purchase price allocation and pro forma sales and earnings

BC403 The 1999 Exposure Draft would have required tabular disclosure of the fair values allocated to each of the major classes of assets and liabilities presented in the statement of financial position and the acquiree's related carrying amounts immediately before its acquisition. That exposure draft also proposed eliminating the pro forma sales and earnings disclosures required by APB Opinion 16.

BC404 Approximately half of the respondents who commented on the proposed requirement to disclose information about the purchase price allocation agreed that the information would be useful in assessing post-acquisition earnings and cash flows of the acquirer. However, some respondents questioned the usefulness of the proposed disclosure of information about the acquiree's carrying amounts of assets acquired and liabilities assumed, particularly if the financial statements of the acquiree were not audited or were prepared on a basis other than US GAAP. After considering those views, the FASB affirmed its conclusion that information about the allocation of the purchase price to major classes of assets and liabilities in the statement of financial position would be useful in assessing the amount and timing of future cash flows. However, it agreed that information about the related carrying amounts might be of limited usefulness. Thus, SFAS 141 required disclosure of information about the allocation of the purchase price to each major class of asset and liability in the acquiree's statement of financial position but not their previous carrying amounts.

BC405 After considering respondents' views, the FASB included in SFAS 141 the pro forma disclosure requirements from APB Opinion 16. However, the FASB also continued the exemption of non-public entities from the pro forma disclosure requirements. Preparers and auditors of financial statements of non-public entities urged the FASB to continue that exemption, which was initially provided by FASB Statement No. 79 *Elimination of Certain Disclosures for Business Combinations by Nonpublic Enterprises*.

Disclosures related to goodwill

BC406 The FASB's 2001 Exposure Draft (see paragraph BC160 for a discussion of that exposure draft) would have required the acquirer to disclose (a) the reasons for the acquisition, including a description of the factors that led to a purchase price that resulted in goodwill and (b) the amount of goodwill assigned to each reportable segment. The requirement to disclose goodwill by reportable segment was limited to entities that are within the scope of FASB Statement No. 131 *Disclosures about Segments of an Enterprise and Related Information*. That exposure draft also proposed requiring disclosure of the amount of goodwill expected to be deductible for tax purposes if the goodwill initially recognised in a material business combination was significant in relation to the total cost of the acquiree. After considering the comments of respondents, the FASB affirmed its conclusion that the information would be useful in estimating the amount and timing of future impairment losses, and SFAS 141 required that disclosure.

Disclosure of information about intangible assets other than goodwill

BC407 If the amount assigned to intangible assets was significant in relation to the total cost of an acquiree, SFAS 141 required disclosure of the following information to help users of financial statements assess the amount and timing of future cash flows:

- (a) the total amount assigned to intangible assets subject to amortisation and the total amount assigned to those that are not subject to amortisation;
- (b) the amount assigned to each major intangible asset class;
- (c) for intangible assets subject to amortisation, the weighted average amortisation period in total and for each major intangible asset class; and
- (d) the amount of any significant residual value assumed, both in total and for each major class of intangible asset.

Other disclosure requirements

BC408 The 1999 Exposure Draft proposed, and SFAS 141 required, disclosure of specified information for a series of immaterial business combinations that are material in the aggregate completed in a reporting period:

- (a) the number of entities acquired and a brief description of them;
- (b) the aggregate cost of the acquired entities, the number of equity interests issued or issuable and the value assigned to them;
- (c) the aggregate amount of any contingent payments, options or commitments and the accounting treatment that will be followed should any such contingency occur (if potentially significant in relation to the aggregate cost of the acquired entities); and
- (d) the information about goodwill required for a material acquisition if the aggregate amount assigned to goodwill or to other intangible assets acquired was significant in relation to the aggregate cost of the acquired entities.

BC409 In addition, the 1999 Exposure Draft proposed, and SFAS 141 required, that the information required to be disclosed for a completed business combination would also be disclosed for a material business combination completed after the balance sheet date but before the financial statements are authorised for issue (unless disclosure of such information was not practicable). That requirement was consistent with auditing standards on subsequent events.

Disclosures in interim financial information

BC410 Several analysts and other users recommended that the FASB should require disclosure of supplemental pro forma revenues and earnings in interim financial information because that information would be more useful if it was available earlier. SFAS 141 amended APB Opinion No. 28 *Interim Financial Reporting* to require disclosure of that information.

Disclosure requirements of IFRS 3

BC411 IFRS 3 identified three objectives that its disclosure requirements were intended to meet, specifically, to provide the users of an acquirer's financial statements with information that enables them to evaluate:

- (a) the nature and financial effect of business combinations that were effected during the reporting period or after the balance sheet date but before the financial statements were authorised for issue.
- (b) the financial effects of gains, losses, error corrections and other adjustments recognised in the current period that relate to business combinations that were effected in the current period or in previous periods.
- (c) changes in the carrying amount of goodwill during the period.

BC412 The IASB began its discussion of the disclosure requirements necessary to meet the objectives by assessing the disclosure requirements in SIC-28 *Business Combinations—“Date of Exchange” and Fair Value of Equity Instruments* and IAS 22. The IASB concluded that information disclosed in accordance with SIC-28 about equity instruments issued as part of the cost of a business combination helped to meet the first of the three objectives outlined above. Therefore, IFRS 3 carried forward the disclosure requirements in SIC-28.

BC413 The IASB also concluded that information previously disclosed in accordance with IAS 22 about business combinations classified as acquisitions and goodwill helped to meet the objectives in paragraph BC411. Therefore, IFRS 3 carried forward the related disclosure requirements in IAS 22, amended as necessary to reflect changes IFRS 3 made to the provisions of IAS 22. For example, IAS 22 required disclosure of the amount of any adjustment during the period to goodwill or 'negative goodwill' resulting from subsequent identification or changes in value of the acquiree's identifiable assets and liabilities. IFRS 3 required an acquirer, with specified exceptions, to adjust the initial accounting for a combination after that accounting was complete only to correct an error. Thus, IFRS 3 revised the IAS 22 disclosure requirement to require disclosure of information about error corrections required to be disclosed by IAS 8.

BC414 The IASB then assessed whether any additional disclosure requirements should be included in IFRS 3 to ensure that the three disclosure objectives were met and considered the disclosure requirements in the corresponding standards of its partner standard-setters. As a result, and after considering respondents' comments on ED 3, the IASB identified, and IFRS 3 required, the following additional disclosures to help meet the first of the three disclosure objectives in paragraph BC411:

- (a) For each business combination effected during the period:
 - (i) the amounts recognised at the acquisition date for each class of the acquiree's assets, liabilities and contingent liabilities and, if practicable, the carrying amounts of each of those classes, determined in accordance with IFRSs, immediately before the combination. If such disclosure was impracticable, an entity disclosed that fact, together with an explanation of why disclosure was impracticable.

- (ii) a description of the factors that contributed to the recognition of goodwill—including a description of each intangible asset that was not recognised separately from goodwill and an explanation of why the intangible asset's fair value could not be measured reliably. If the acquirer's interest in the acquiree's identifiable net assets exceeded the cost, the acquirer was required to describe the nature of that excess.
 - (iii) the amount of the acquiree's profit or loss since the acquisition date included in the acquirer's profit or loss for the period, unless disclosure was impracticable. If such disclosure was impracticable, the acquirer disclosed that fact, together with an explanation of why disclosure was impracticable.
- (b) The information required to be disclosed for each business combination that was effected during the period in aggregate for business combinations that are individually immaterial.
 - (c) The revenue and profit or loss of the combined entity for the period as though the acquisition date for all business combinations that were effected during the period had been the beginning of that period, unless such disclosure was impracticable.

BC415 To aid in meeting the second disclosure objective in paragraph BC411, IFRS 3 also required disclosure of the amount and an explanation of any gain or loss recognised in the current period that both:

- (a) related to the identifiable assets acquired or liabilities or contingent liabilities assumed in a business combination that was effected in the current or a previous period; and
- (b) was of such size, nature or incidence that disclosure was relevant to an understanding of the combined entity's financial performance.

BC416 To help achieve the third disclosure objective in paragraph BC411, the IASB concluded that the previous requirement to disclose a reconciliation of the carrying amount of goodwill at the beginning and end of the period should be amended to require separate disclosure of net exchange rate differences arising during the period in accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*.

BC417 The IASB observed that there might be situations in which the information disclosed under the specific requirements would not completely satisfy IFRS 3's three disclosure objectives. In that situation, IFRS 3 required disclosure of any additional information necessary to meet those objectives.

BC418 IFRS 3 also required the acquirer to disclose the number of equity instruments issued or issuable as part of the cost of a business combination, the fair value of those instruments and the basis for determining that fair value. Although IAS 22 did not explicitly require disclosure of that information, the IASB concluded that the acquirer should have provided it as part of disclosing the cost of acquisition and a description of the purchase consideration paid or contingently payable in accordance with paragraph 87(b) of IAS 22. The IASB decided that to avoid inconsistent application, IFRS 3 should explicitly require disclosure of that information.

Disclosure requirements of the revised standards

BC419 The boards decided that the revised standards should include overall objectives for the disclosure of information that would be useful to investors, creditors and others in evaluating the financial effects of a business combination. The objectives, which are stated in paragraphs 59 and 61 of the revised IFRS 3, are, in substance, the same as those in IFRS 3 and the 2005 Exposure Draft. Respondents to the 2005 Exposure Draft who discussed the proposed disclosures generally agreed with the disclosure objectives. In reconsidering that exposure draft, however, the boards noted that the third objective in

IFRS 3, to provide information that enables users of an entity's financial statements to evaluate changes in the carrying amount of goodwill during the period, is effectively included in the objective in paragraph 61. Thus, the boards combined those two objectives.

- BC420 In addition, both boards concluded, as the IASB did in developing IFRS 3, that it is not necessary (or possible) to identify all of the specific information that may be necessary to meet those objectives for all business combinations. Rather, the revised standards specify particular disclosures that are generally required to meet those objectives and require acquirers to disclose any additional information about the circumstances surrounding a particular business combination that they consider necessary to meet those objectives (paragraph 63 of the revised IFRS 3).
- BC421 Changes to the disclosure requirements of IFRS 3 and SFAS 141 include the elimination of disclosures of amounts or information that was based on applying the cost allocation (purchase price) method for assigning amounts to assets and liabilities that is replaced by the revised standards' fair value measurement principle. Some of those disclosures are modified to retain the information but conform the amounts to be disclosed with the fair value measurement principle.
- BC422 The boards added some disclosure requirements to those in IFRS 3, SFAS 141 or both and modified or eliminated others. Those changes are described below, together with an indication of how the changes relate to each board's previous requirements and references to related discussions in other parts of this Basis for Conclusions where pertinent.
- (a) In response to requests from some commentators on the 2005 Exposure Draft, the boards added to both IFRS 3 and SFAS 141 disclosure of information about receivables acquired. (paragraphs BC258–BC260)
 - (b) The boards modified both IFRS 3's and SFAS 141's disclosures about contingent consideration in a business combination to make them consistent with the revised standards' requirements for contingent consideration. Paragraph B64(g) of the revised IFRS 3 describes the specific disclosures now required.
 - (c) The FASB added to SFAS 141 disclosure of the revenue and earnings of the acquiree, if practicable, for a minimum of the period from the acquisition date to the end of the current year. The disclosure is required only from public business entities for the current year, the current interim period and cumulative interim periods from the acquisition date to the end of the current year. IFRS 3 already required disclosure of the amount of the acquiree's profit or loss included in the acquirer's profit or loss for the period, unless that was impracticable; the IASB added revenues to that disclosure. (paragraphs BC423–BC428)
 - (d) The FASB modified SFAS 141's disclosure of supplemental pro forma information about results of operations for the comparable prior period presented to focus on revenue and earnings of the combined entity for the comparable prior reporting period as though the acquisition date for all business combinations during the current year had been the beginning of the comparable prior annual reporting period. The disclosure is required only from public entities and only if practicable. The IASB decided not to add that disclosure. (paragraph BC428)
 - (e) The FASB replaced SFAS 141's disclosure of the period for which the results of operations of the acquiree are included in the income statement of the combined entity with disclosure of the acquisition date—a disclosure that IFRS 3 already required. SFAS 141(R) no longer permits the alternative practice of reporting revenues and expenses of the acquiree as if the acquisition occurred as of the beginning of the year (or a designated date) with a reduction to eliminate the acquiree's pre-acquisition period earnings. (paragraphs BC108–BC110)

- (f) The boards revised both IFRS 3's and SFAS 141's disclosures about contingencies, at the acquisition date and subsequently, to make them consistent with the requirement of the revised standards on assets and liabilities arising from contingencies. The IASB's and the FASB's disclosures on contingencies differ because the recognition requirements to which they relate differ. (paragraphs BC265–BC278)
- (g) The FASB added to SFAS 141 disclosure of the amount of acquisition-related costs, which IFRS 3 already required, and the boards added to both IFRS 3 and SFAS 141 disclosure of the amount of acquisition-related costs recognised as expense and the statement of comprehensive income line item in which that expense is reported.
- (h) The FASB eliminated SFAS 141's requirement to disclose the amount of in-process research and development acquired that had been measured and immediately written off to expense in accordance with FASB Interpretation 4. SFAS 141(R) no longer permits that practice. (paragraphs BC149–BC155)
- (i) The boards added to both IFRS 3 and SFAS 141 disclosure of the acquisition-date fair value or other recognised amount of the non-controlling interest in the acquiree and the valuation techniques and key model inputs used for determining that value. An entity that prepares its financial statements in accordance with IFRSs also discloses the measurement basis selected for the non-controlling interest.
- (j) For a business combination achieved in stages, the boards added to both IFRS 3 and SFAS 141 disclosure of the fair value of the acquirer's previously held equity interest in the acquiree, the amount of gain or loss recognised in accordance with paragraph 42 of the revised IFRS 3 and the line item in the statement of comprehensive income in which that gain or loss is recognised.
- (k) The FASB replaced SFAS 141's disclosure of extraordinary gains recognised for 'negative goodwill' with disclosure of the amount of any gain recognised in the period for a bargain purchase, the line item in the statement of comprehensive income in which it is recognised and a description of the reasons why the transaction resulted in a gain (paragraphs BC371–BC381). IFRS 3 already required disclosure of that amount (although it was not called a gain on a bargain purchase).
- (l) The boards added to both IFRS 3 and SFAS 141 the disclosures described in paragraph B64(l) of the revised IFRS 3 about transactions that are separate from the acquisition of assets and assumption of liabilities in the exchange for the acquiree. The 2005 Exposure Draft proposed requiring disclosures about only pre-existing relationships between the acquirer and acquiree. The boards broadened the disclosure to all separate transactions in response to comments on the exposure draft.
- (m) The boards revised the disclosures in IFRS 3 and SFAS 141 about aspects of the purchase price allocation not yet completed to make them consistent with the requirements of the revised standards about the measurement period. The specific disclosures required are in paragraph B67(a) of the revised IFRS 3.
- (n) The IASB eliminated IFRS 3's required disclosure of the acquiree's carrying amounts in accordance with IFRSs for each class of its assets and liabilities immediately before the combination. The IASB concluded that providing that disclosure could often involve significant costs because the acquiree might not be applying IFRSs and that those costs might exceed the benefits of the information to users.

Disclosure of information about post-combination revenue and profit or loss of the acquiree

- BC423 Paragraph B64(q) of the revised IFRS 3 requires an entity to disclose, for each business combination (and for individually immaterial business combinations that are material collectively), the amounts of revenue and profit or loss of the acquiree since the acquisition date included in the consolidated statement of comprehensive income for the period. At its August 2003 round-table discussion with users of financial statements, the FASB discussed the potential usefulness of information about increases or decreases in post-combination revenues and earnings from acquired businesses versus revenues and earnings from the operations already owned by the acquirer (organic growth). The FASB also asked whether that information would be preferable to the pro forma supplemental disclosure of revenue and results of operations of the combined entity for the current period as though the acquisition date for all business combinations during the year had been as of the beginning of the annual reporting period. SFAS 141 carried that disclosure forward from APB Opinion 16 and IFRS 3 required a similar disclosure.
- BC424 The FASB also questioned whether those disclosures are directed at similar objectives and, if so, whether one may be preferable. The FASB observed that making post-combination distinctions might be too costly or impossible if the operations of the acquiree are integrated with those of the acquirer. Although users acknowledged that point, they indicated that information about actual post-combination revenues and earnings is preferable to the pro forma disclosures and should be required whenever possible. Some also said that distinguishing acquired revenues from organic revenues is most important and suggested that acquirers should be required to provide that information for a twelve-month period following an acquisition rather than only to the end of the annual period.
- BC425 The boards agreed with users that the information about post-combination revenues and profit or loss of the acquiree is useful. However, for practical reasons, the boards concluded that the revised standards should provide an exception to that requirement if distinguishing the post-combination earnings of the acquiree from earnings of the combined entity is impracticable. The boards also decided that in those circumstances the acquirer should disclose that fact and the reasons why it is impracticable to provide the post-combination information. The period for that disclosure is limited to the end of the current annual period because the boards concluded that the information needed to provide the disclosure during that period will generally be available. A short period is often required to integrate an acquiree's operations fully with those of the acquirer. The boards also observed that the usefulness of the separate information diminishes as the operations of the acquiree are integrated with the combined entity.
- BC426 The FASB proposed in its version of the 2005 Exposure Draft that the post-combination disclosures should focus on *results of operations* rather than on revenues and earnings. *Results of operations* was defined as revenue, income before extraordinary items and the cumulative effect of accounting changes, earnings and earnings per share. In considering the responses to the exposure draft and opportunities for further convergence, the FASB decided to revise its disclosures to focus on revenues and earnings, which is consistent with the related requirements of the IASB. The boards observed that the term *results of operations* is not used or defined in IFRSs; it would thus have been more difficult for the IASB to converge with the disclosures initially proposed by the FASB.
- BC427 The FASB considered expanding the disclosure of post-combination revenues and earnings of an acquiree to all entities because the information would be valuable to any investor, not merely investors in public business entities. To do so would also converge with the requirements of the IASB. However, the FASB was concerned about imposing the additional costs on non-public entities because it believes that the benefits to users of those entities would not be sufficient to warrant imposing those costs. The FASB also observed that the IASB has not completed its separate deliberations on its small and medium-sized entities project and thus does not have an established practice of differential disclosure for circumstances in which it is clear that the benefits would be sufficient for some entities but not so clear for all entities. Because of those cost-benefit concerns, the FASB decided not to extend this disclosure requirement to all entities.

BC428 If comparative financial statements are presented, the FASB decided to require disclosure of supplemental pro forma information about the revenue and earnings of the combined entity for the comparable prior reporting period as though the acquisition date for all business combinations during the current year had been the beginning of the comparable prior annual reporting period. The disclosure is required only for public entities and only if practicable. The IASB considered also requiring that disclosure, but it observed that the needed information would be particularly difficult and costly to obtain in the international environment. An entity that prepares its financial statements in accordance with IFRSs might in a given year acquire other entities that had previously applied the domestic reporting requirements of several different countries. Because the IASB did not consider it feasible to require the disclosure in the international environment, the revised IFRS 3 requires only disclosure of revenues and profit or loss for the current reporting period determined as though the acquisition date for all combinations during the period had been as of the beginning of the annual reporting period.

Effective date and transition

BC429 SFAS 141(R) is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 15 December 2008, ie for 2009 financial statements. The IASB decided to provide a slightly later effective date. The revised IFRS 3 is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. The IASB made a commitment to its constituents that there would be a transition period of approximately 18 months between the publication date and the effective date of the revised IFRS 3 as part of its commitment to have a period of stability following the initial transition to IFRSs. The FASB decided to make SFAS 141(R) effective as soon as practicable, ie for 2009 financial statements. The FASB believes that that effective date provides sufficient time for entities and their auditors to analyse, interpret and prepare for implementation of the provisions of SFAS 141(R).

BC430 The boards also concluded that the effective date of the revised standards should be the same as that of the amendments to their respective consolidation standards (FASB Statement No. 160 *Noncontrolling Interests in Consolidated Financial Statements* and the IASB's amendments to IAS 27). Particular provisions in those amendments, which address the subsequent accounting for an acquiree in consolidated financial statements, are related to provisions in the revised standards that address the initial accounting for an acquiree at the acquisition date. The boards concluded that linking the timing of the changes in accounting required by those amendments to those required by the revised standards would minimise disruptions to practice, which benefits both preparers and users of financial statements.

BC431 SFAS 141(R) prohibits early application and the revised IFRS 3 permits early application. The FASB's Investors Technical Advisory Committee and other users of financial statements told the FASB that providing alternatives for when entities adopt a new standard impairs comparability. The IASB observed, however, that the changes to IFRS 3 are less extensive than the changes to SFAS 141. In addition, the IASB observed that IAS 27 is silent on the accounting for changes in controlling ownership interests in a subsidiary and it wanted entities to be able to adopt the guidance in the amended IAS 27 as soon as it is published. Accordingly, the IASB retained the proposal in the 2005 Exposure Draft to permit entities to adopt the revised IFRS 3 early if they so choose.

BC432 The IASB and the FASB also concluded that the revised standards should be applied prospectively. As with most other requirements that relate to particular types of transactions, applying the revised standards retrospectively would not be feasible.

Effective date and transition for combinations of mutual entities or by contract alone

BC433 IFRS 3 excluded from its scope combinations of mutual entities and those achieved by contract alone. In developing IFRS 3, the IASB decided that these combinations should be excluded from its scope until the IASB published interpretative guidance for the application of the acquisition method to those transactions. The revised IFRS 3 provides that guidance. The effective date for combinations of mutual entities and those achieved by contract alone is the same as the effective date for all other entities applying the revised IFRS 3.

BC434 For the reasons outlined in paragraph BC180 of IFRS 3 the IASB concluded that the transitional provisions for combinations involving mutual entities only or those achieved by contract alone should be prospective. Given that these combinations were not within the scope of IFRS 3, they may have been accounted for differently from what IFRS 3 required. The transitional provisions in IFRS 3 took into consideration that entities may have used a range of alternatives in accounting for combinations in the past. The IASB concluded that the transitional provisions for these combinations should incorporate the transitional provisions in IFRS 3 for other business combinations. In addition, the IASB concluded that the transitional provisions should provide that an entity should continue to classify prior combinations in accordance with its previous accounting for such combinations. This is consistent with the prospective approach. Those provisions are contained in paragraphs B68 and B69 of the revised IFRS 3.

Benefits and costs

BC435 The objective of financial statements is to provide information about the financial position, performance and changes in financial position of an entity that is useful to a wide range of users in making economic decisions. However, the benefits derived from information should exceed the cost of providing it. The evaluation of benefits and costs is substantially a judgemental process. Furthermore, the costs do not necessarily fall on those who enjoy the benefits. For these reasons, it is difficult to apply a cost-benefit test in any particular case. In making its judgement, the IASB considers:

- (a) the costs incurred by preparers of financial statements;
- (b) the costs incurred by users of financial statements when information is not available;
- (c) the comparative advantage that preparers have in developing information, when compared with the costs that users would incur to develop surrogate information; and
- (d) the benefit of better economic decision-making as a result of improved financial reporting.

In the second phase of the business combinations project the IASB also considered the costs and benefits of the revised IFRS 3 relative to IFRS 3.

BC436 The IASB concluded that the revised IFRS 3 benefits both preparers and users of financial statements by converging to common high quality, understandable and enforceable accounting standards for business combinations in IFRSs and US GAAP. This improves the comparability of financial information around the world and it also simplifies and reduces the costs of accounting for entities that issue financial statements in accordance with both IFRSs and US GAAP.

BC437 The revised IFRS 3 builds on the core principles established by IFRS 3. However, the IASB sought to improve the understandability, relevance, reliability and comparability of information provided to users of financial statements as follows:

(a) **Scope**

The revised IFRS 3 has a broader scope than IFRS 3. Those entities that will now be required to apply the acquisition method might incur additional costs to obtain valuations and account for intangible assets and goodwill after the acquisition date. However, the IASB observes that much of the information required to account for a business combination by applying the acquisition method is already prepared by those entities that are currently applying the pooling of interests method. There might be additional costs associated with presenting this information within the financial statements, such as audit costs, but much of the information will already be available to management. The IASB concluded therefore that the benefits of improved comparability and faithful representation outweigh the costs that those entities will incur.

(b) **Non-controlling interest**

Paragraph 19 of the revised IFRS 3 provides preparers of financial statements with a choice for each business combination to measure initially a non-controlling interest either at fair value or as the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Paragraphs BC209–BC221 discuss the benefits and costs associated with granting a choice on how non-controlling interests should be measured.

(c) **Contingent consideration**

Paragraph 58 of the revised IFRS 3 requires contingent consideration that is classified as a liability and is within the scope of IAS 39 to be remeasured to fair value (or for those within the scope of IAS 37 or another IFRS, to be accounted for in accordance with that IFRS) and that contingent consideration classified as equity is not remeasured. The IASB understands that remeasuring the fair value of contingent consideration after the acquisition date results in additional costs to preparers. Preparers will need to measure the fair value of these arrangements or will need to obtain external valuations at the end of each reporting period. However, users have stated that the information they receive under IFRS 3 is too late to be useful. The IASB concluded therefore that the benefits of relevance and representational faithfulness and the increased information that would be provided to users outweigh the costs.

(d) **Acquisition-related costs**

Paragraph 53 of the revised IFRS 3 requires the costs the acquirer incurs in connection with a business combination to be accounted for separately from the business combination. The IASB concluded that this treatment would improve the understandability of the information provided to users of financial statements. The IASB observed that the new requirement does not create significant additional costs for preparers of financial statements because paragraph 67(d) of IFRS 3 already required disclosure of acquisition-related costs.

(e) **Business combinations achieved in stages**

The revised IFRS 3 establishes the acquisition date as the single measurement date for all assets acquired, liabilities assumed and any non-controlling interest in the acquiree. In a business combination achieved in stages, the acquirer also remeasures its previously held equity interest in the acquiree at its acquisition-date fair value and recognises the resulting gain or loss, if any, in profit or loss. In contrast, IFRS 3 required that for a business combination achieved in stages each exchange

transaction should be treated separately by the acquirer, using the cost of the transaction and fair value information at the date of each exchange transaction, to determine the amount of any goodwill associated with that transaction. Therefore, the previous treatment required a comparison of the cost of the individual investments with the acquirer's interest in the fair values of the acquiree's identifiable assets and liabilities at each step. The IASB concluded that the revised treatment of business combinations achieved in stages would improve understandability and relevance of the information provided as well as reduce the cost of accounting for such transactions.

BC438 The IASB concluded that the guidance in the revised IFRS 3 is not unduly complex. Indeed, it eliminates guidance that many have found to be complex, costly and arbitrary and that has been the source of considerable uncertainties and costs in the marketplace. Moreover, the revised IFRS 3 does not introduce a new method of accounting but rather expands the use of the acquisition-method of accounting that is familiar, has been widely used and for which there is a substantial base of experience. However, the IASB also sought to reduce the costs of applying the revised IFRS 3 by:

- (a) requiring particular assets and liabilities (eg those related to deferred taxes and employee benefits) to continue to be measured in accordance with existing accounting standards rather than at fair value;
- (b) carrying over the basic requirements of IFRS 3 on contingent liabilities assumed in a business combination into the revised IFRS 3 until the IASB has comprehensively reconsidered the accounting for contingencies in its liabilities project; and
- (c) requiring the revised IFRS 3 to be applied prospectively rather than retrospectively.

BC439 The IASB acknowledges that those steps may result in some sacrifice to the benefits of improved information in financial statements in accordance with the revised IFRS 3. However, the IASB concluded that the complexities and related costs that would result from applying the fair value measurement requirement to all assets and liabilities, at this time, and requiring retrospective application are not justified.

Dissenting opinions on IFRS 3

Dissent of Mary E Barth, Robert P Garnett and John T Smith

- DO1 Professor Barth and Messrs Garnett and Smith dissent from the publication of IFRS 3 *Business Combinations* (as revised in 2008), for the reasons set out below.

Measurement of non-controlling interest

- DO2 Professor Barth and Mr Smith disagree with the Board's decision to make an exception to the IFRS's measurement principle and permit acquirers a free choice, acquisition by acquisition, to measure any non-controlling interest in an acquiree as the non-controlling interest's proportionate share of the acquiree's identifiable net assets, rather than at fair value (paragraph 19 of the IFRS).
- DO3 Professor Barth and Mr Smith agree with the measurement principle as explained in paragraph BC207 that the acquirer should recognise the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree at their acquisition-date fair values. Paragraph BC209 indicates that the Board also supports this principle, but decided to make an exception. Professor Barth and Mr Smith support the Board's general view that exceptions should be avoided because they undermine principle-based standards, but understand that they are necessary in well-justified circumstances. Professor Barth and Mr Smith do not believe that an exception to this principle, with a free choice in applying it, is justified in this situation.
- DO4 First, Professor Barth and Mr Smith are among those Board members mentioned in paragraph BC213 who believe that non-controlling interests can be measured reliably. Second, Professor Barth and Mr Smith believe that the benefits of consistently measuring all assets acquired and liabilities assumed outweigh the costs involved in conducting the measurement. To address concerns about costs exceeding benefits in particular acquisitions, they would have supported an exception to the principle based on undue cost or effort. Such an exception would not have been a free choice, but would have required assessment of the facts and circumstances associated with the acquisition. Professor Barth and Mr Smith disagree with the Board's decision to permit a free choice, rather than to adopt such an exception. They also disagree with the Board's decision not to require fair value measurement even for acquisitions of listed acquirees, for which the cost would be nil. Third, a consequence of failure to measure non-controlling interests at fair value is that acquired goodwill is not measured at fair value. In addition to being an exception to the IFRS's measurement principle, this has several undesirable effects beyond the initial accounting for goodwill. The Board acknowledges these in paragraphs BC217 and BC218. In particular, if goodwill is impaired the impairment loss is understated, and if the acquirer subsequently purchases more of the non-controlling interests equity is reduced more than it would be had goodwill been measured initially at fair value. Fourth, based on staff research, the choice will benefit only a minority of acquirers because most acquisitions are for 100 per cent of the acquiree. As noted above, any benefit is reduced if such acquirers subsequently impair goodwill or acquire more of the non-controlling interest because of the resulting anomalous accounting results.
- DO5 Professor Barth and Mr Smith agree with the Board that permitting entities a choice between alternative accounting methods impairs comparability, as noted in paragraph BC210. They disagree with the Board's decision not to support a single method, particularly a method consistent with the IFRS's measurement principle. However, Professor Barth and Mr Smith disagree with the Board that the benefits of other changes to the IFRS outweigh the disadvantages of permitting entities that acquire less than 100 per cent of an acquiree a free choice as to how to account for the acquisition. Although Professor Barth and Mr Smith agree with the other changes to IFRS 3, they believe that these changes are not as important as having a consistent measurement principle.

- DO6 In addition to improving the accounting for business combinations, a primary goal of the business combinations project was to achieve convergence between IFRS 3 and FASB Statement No. 141 (revised 2007) *Business Combinations* (SFAS 141(R)). Professor Barth and Mr Smith strongly support that goal. The Board's decision to make the exception to the measurement principle for non-controlling interests creates a divergence from SFAS 141(R). Both the FASB and the IASB made compromises to achieve a converged result in other aspects of the IFRS, and the FASB made a number of changes to its standard that conform to IFRS 3 (as issued in 2004). Professor Barth and Mr Smith believe that the Board's compromise on this particular issue diminishes the importance of convergence, establishes a precedent for allowing a choice when the two boards cannot reach agreement and may suggest that full convergence in the long term cannot be achieved. This is particularly concerning for this decision given that the Board supports the principle underlying the FASB's answer, there are comparability costs inherent in a free choice of accounting methods and there are likely to be few benefits arising from the exception.
- DO7 Mr Garnett dissents from the issue of the IFRS because it both establishes a measurement principle for non-controlling interests with which he disagrees, and permits an exception to that principle. Whilst the exception permits the accounting that he considers appropriate, the use of alternative accounting methods reduces the comparability of financial statements.
- DO8 Mr Garnett observes that the application of the measurement principle that an acquirer should measure the components of a business combination, including non-controlling interests, at their acquisition-date fair values results in the recognition of not only the purchased goodwill attributable to the acquirer as a result of the acquisition transaction, but also the goodwill attributable to the non-controlling interest in the acquiree. This is often referred to as the 'full goodwill' method.
- DO9 Mr Garnett considers that goodwill is unlike other assets since it cannot be identified separately, or measured directly. Purchased goodwill is a residual resulting from a calculation that absorbs the effects of recognition and measurement exceptions made in the IFRS (such as the accounting for employee benefit plans and deferred taxes) and any differences between an entry price used in valuing the business as a whole and the valuation of the individual assets and liabilities acquired.
- DO10 Mr Garnett notes that the 'parent-only' approach to goodwill in the previous version of IFRS 3 (as issued in 2004) avoids this difficulty by measuring goodwill as the difference between the fair value of the consideration paid by the parent for the acquiree and its share of the fair value of the identifiable net assets of the acquiree. Thus, purchased goodwill is the amount implicit in the acquisition transaction and excludes any goodwill attributable to non-controlling interests. This method gives rise to more reliable measurement because it is based on the purchase consideration, which can usually be reliably measured, and it reflects faithfully the acquisition transaction to which the non-controlling interests were not a party.

A business combination achieved in stages

- DO11 Mr Garnett disagrees with the requirement in a business combination achieved in stages to recognise the effect of remeasuring any previously-held equity interest in the acquiree to fair value through profit or loss (paragraph 42 of the IFRS), because that investment was not part of the exchange. Mr Garnett agrees that gaining control is a significant economic event that warrants a change from investment accounting to consolidation. However, the previous investment has not been sold. Under current IFRSs, gains and losses on cost method, available-for-sale and equity method investments are recognised in profit or loss only when the investment is sold (other than impairment). Mr Garnett would have recognised the effect of those remeasurements as a separate component of other comprehensive income instead of profit or loss.

Appendix

Amendments to the Basis for Conclusions on other HKFRSs

This appendix contains amendments to the Basis for Conclusions on other IFRSs accompanying the equivalent converged HKFRSs that are necessary in order to ensure consistency with IFRS 3 (as revised in 2008) and the related amendments to other IFRSs. In the amended paragraphs, new text is underlined and deleted text is struck through.

* * *

The amendments contained in this appendix when this Basis for Conclusions was issued have been incorporated into the text of the relevant Basis for Conclusions.

HKFRS 3 (Revised) IE and US GAAP Comparison
Issued March 2008

Illustrative Examples and Comparison with SFAS 141(R)
Hong Kong Financial Reporting Standard 3 (Revised)

Business Combinations



Hong Kong Institute of
Certified Public Accountants
香港會計師公會

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HKFRS 3 *Business Combinations*

Illustrative examples

These examples accompany, but are not part of, HKFRS 3.

Reverse acquisitions

Illustrating the consequences of recognising a reverse acquisition by applying paragraphs B19 – B27 of HKFRS 3.

IE1 This example illustrates the accounting for a reverse acquisition in which Entity B, the legal subsidiary, acquires Entity A, the entity issuing equity instruments and therefore the legal parent, in a reverse acquisition on 30 September 20X6. This example ignores the accounting for any income tax effects.

IE2 The statements of financial position of Entity A and Entity B immediately before the business combination are:

	Entity A (legal parent, accounting acquiree)	Entity B (legal subsidiary, accounting acquirer)
	CU	CU
Current assets	500	700
Non-current assets	1,300	3,000
Total assets	1,800	3,700
Current liabilities	300	600
Non-current liabilities	400	1,100
Total liabilities	700	1,700
Shareholders' equity		
Retained earnings	800	1,400
Issued equity		
100 ordinary shares	300	
60 ordinary shares		600
Total shareholders' equity	1,100	2,000
Total liabilities and shareholders' equity	1,800	3,700

IE3 This example also uses the following information:

- (a) On 30 September 20X6 Entity A issues 2.5 shares in exchange for each ordinary share of Entity B. All of Entity B's shareholders exchange their shares in Entity B. Therefore, Entity A issues 150 ordinary shares in exchange for all 60 ordinary shares of Entity B.

- (b) The fair value of each ordinary share of Entity B at 30 September 20X6 is CU40. The quoted market price of Entity A's ordinary shares at that date is CU16.
- (c) The fair values of Entity A's identifiable assets and liabilities at 30 September 20X6 are the same as their carrying amounts, except that the fair value of Entity A's non-current assets at 30 September 20X6 is CU1,500.

Calculating the fair value of the consideration transferred

- IE4 As a result of Entity A (legal parent, accounting acquiree) issuing 150 ordinary shares, Entity B's shareholders own 60 per cent of the issued shares of the combined entity (ie 150 of 250 issued shares). The remaining 40 per cent are owned by Entity A's shareholders. If the business combination had taken the form of Entity B issuing additional ordinary shares to Entity A's shareholders in exchange for their ordinary shares in Entity A, Entity B would have had to issue 40 shares for the ratio of ownership interest in the combined entity to be the same. Entity B's shareholders would then own 60 of the 100 issued shares of Entity B—60 per cent of the combined entity. As a result, the fair value of the consideration effectively transferred by Entity B and the group's interest in Entity A is CU1,600 (40 shares with a fair value per share of CU40).
- IE5 The fair value of the consideration effectively transferred should be based on the most reliable measure. In this example, the quoted market price of Entity A's shares provides a more reliable basis for measuring the consideration effectively transferred than the estimated fair value of the shares in Entity B, and the consideration is measured using the market price of Entity A's shares—100 shares with a fair value per share of CU16.

Measuring goodwill

- IE6 Goodwill is measured as the excess of the fair value of the consideration effectively transferred (the group's interest in Entity A) over the net amount of Entity A's recognised identifiable assets and liabilities, as follows:

	CU	CU
Consideration effectively transferred		1,600
Net recognised values of Entity A's identifiable assets and liabilities		
Current assets	500	
Non-current assets	1,500	
Current liabilities	(300)	
Non-current liabilities	(400)	
	(400)	(1,300)
Goodwill		300

Consolidated statement of financial position at 30 September 20X6

IE7 The consolidated statement of financial position immediately after the business combination is:

	CU
Current assets [CU700 + CU500]	1,200
Non-current assets [CU3,000 + CU1,500]	4,500
Goodwill	300
Total assets	6,000
Current liabilities [CU600 + CU300]	900
Non-current liabilities [CU1,100 + CU400]	1,500
Total liabilities	2,400
Shareholders' equity	
Retained earnings	1,400
Issued equity	
250 ordinary shares [CU600 + CU1,600]	2,200
Total shareholders' equity	3,600
Total liabilities and shareholders' equity	6,000

IE8 The amount recognised as issued equity interests in the consolidated financial statements (CU2,200) is determined by adding the issued equity of the legal subsidiary immediately before the business combination (CU600) and the fair value of the consideration effectively transferred (CU1,600). However, the equity structure appearing in the consolidated financial statements (ie the number and type of equity interests issued) must reflect the equity structure of the legal parent, including the equity interests issued by the legal parent to effect the combination.

Earnings per share

IE9 Assume that Entity B's earnings for the annual period ended 31 December 20X5 were CU600 and that the consolidated earnings for the annual period ended 31 December 20X6 were CU800. Assume also that there was no change in the number of ordinary shares issued by Entity B during the annual period ended 31 December 20X5 and during the period from 1 January 20X6 to the date of the reverse acquisition on 30 September 20X6. Earnings per share for the annual period ended 31 December 20X6 is calculated as follows:

Number of shares deemed to be outstanding for the period from 1 January 20X6 to the acquisition date (ie the number of ordinary shares issued by Entity A (legal parent, accounting acquiree) in the reverse acquisition)	150
Number of shares outstanding from the acquisition date to 31 December 20X6	250
Weighted average number of ordinary shares outstanding [(150 x 9/12) + (250 x 3/12)]	175
Earnings per share [800/175]	CU4.57

- IE10 Restated earnings per share for the annual period ended 31 December 20X5 is CU4.00 (calculated as the earnings of Entity B of 600 divided by the number of ordinary shares Entity A issued in the reverse acquisition (150)).

Non-controlling interest

- IE11 Assume the same facts as above, except that only 56 of Entity B's 60 ordinary shares are exchanged. Because Entity A issues 2.5 shares in exchange for each ordinary share of Entity B, Entity A issues only 140 (rather than 150) shares. As a result, Entity B's shareholders own 58.3 per cent of the issued shares of the combined entity (140 of 240 issued shares). The fair value of the consideration transferred for Entity A, the accounting acquiree, is calculated by assuming that the combination had been effected by Entity B issuing additional ordinary shares to the shareholders of Entity A in exchange for their ordinary shares in Entity A. That is because Entity A is the accounting acquirer, and paragraphs 37 and 38 of HKFRS 3 require the acquirer to measure the consideration exchanged for the accounting acquiree.
- IE12 In calculating the number of shares that Entity B would have had to issue, the non-controlling interest is excluded from the calculation. The majority shareholders own 56 shares of Entity B. For that to represent a 58.3 per cent equity interest, Entity B would have had to issue an additional 40 shares. The majority shareholders would then own 56 of the 96 issued shares of Entity B and, therefore, 58.3 per cent of the combined entity. As a result, the fair value of the consideration transferred for Entity A, the accounting acquiree, is CU1,600 (ie 40 shares, each with a fair value of CU40). That is the same amount as when all 60 of Entity B's shareholders tender all 60 of its ordinary shares for exchange. The recognised amount of the group's interest in Entity A, the accounting acquiree, does not change if some of Entity B's shareholders do not participate in the exchange.
- IE13 The non-controlling interest is represented by the four shares of the total 60 shares of Entity B that are not exchanged for shares of Entity A. Therefore, the non-controlling interest is 6.7 per cent. The non-controlling interest reflects the proportionate interest of the non-controlling shareholders in the pre-combination carrying amounts of the net assets of Entity B, the legal subsidiary. Therefore, the consolidated statement of financial position is adjusted to show a non-controlling interest of 6.7 per cent of the pre-combination carrying amounts of Entity B's net assets (ie CU134 or 6.7 per cent of CU2,000).
- IE14 The consolidated statement of financial position at 30 September 20X6, reflecting the non-controlling interest is as follows:

	CU
Current assets [CU700 + CU500]	1,200
Non-current assets [CU3,000 + CU1,500]	4,500
Goodwill	<u>300</u>
Total assets	<u><u>6,000</u></u>
Current liabilities [CU600 + CU300]	900
Non-current liabilities [CU1,100 + CU400]	<u>1,500</u>
Total liabilities	<u><u>2,400</u></u>

Shareholders' equity	
Retained earnings [CU1,400 x 93.3 per cent]	1,306
Issued equity	
240 ordinary shares [CU560 + CU1,600]	2,160
Non-controlling interest	134
Total shareholders' equity	<u>3,600</u>
Total liabilities and shareholders' equity	<u><u>6,000</u></u>

- IE15 The non-controlling interest of CU134 has two components. The first component is the reclassification of the non-controlling interest's share of the accounting acquirer's retained earnings immediately before the acquisition (CU1,400 × 6.7 per cent or CU93.80). The second component represents the reclassification of the non-controlling interest's share of the accounting acquirer's issued equity (CU600 × 6.7 per cent or CU40.20).

Identifiable intangible assets

Illustrating the consequences of applying paragraphs 10 – 14 and B31 – B40 of HKFRS 3.

- IE16 The following are examples of identifiable intangible assets acquired in a business combination. Some of the examples may have characteristics of assets other than intangible assets. The acquirer should account for those assets in accordance with their substance. The examples are not intended to be all-inclusive.
- IE17 Intangible assets identified as having a contractual basis are those that arise from contractual or other legal rights. Those designated as having a non-contractual basis do not arise from contractual or other legal rights but are separable. Intangible assets identified as having a contractual basis might also be separable but separability is not a necessary condition for an asset to meet the contractual-legal criterion.

Marketing-related intangible assets

- IE18 Marketing-related intangible assets are used primarily in the marketing or promotion of products or services. Examples of marketing-related intangible assets are:

Class	Basis
Trademarks, trade names, service marks, collective marks and certification marks	Contractual
Trade dress (unique colour, shape or package design)	Contractual
Newspaper mastheads	Contractual
Internet domain names	Contractual
Non-competition agreements	Contractual

Trademarks, trade names, service marks, collective marks and certification marks

- IE19 Trademarks are words, names, symbols or other devices used in trade to indicate the source of a product and to distinguish it from the products of others. A service mark identifies and distinguishes the source of a service rather than a product. Collective marks identify the goods or services of members of a group. Certification marks certify the geographical origin or other characteristics of a good or service.

IE20 Trademarks, trade names, service marks, collective marks and certification marks may be protected legally through registration with governmental agencies, continuous use in commerce or by other means. If it is protected legally through registration or other means, a trademark or other mark acquired in a business combination is an intangible asset that meets the contractual-legal criterion. Otherwise, a trademark or other mark acquired in a business combination can be recognised separately from goodwill if the separability criterion is met, which normally it would be.

IE21 The terms *brand* and *brand name*, often used as synonyms for trademarks and other marks, are general marketing terms that typically refer to a group of complementary assets such as a trademark (or service mark) and its related trade name, formulas, recipes and technological expertise. HKFRS 3 does not preclude an entity from recognising, as a single asset separately from goodwill, a group of complementary intangible assets commonly referred to as a brand if the assets that make up that group have similar useful lives.

Internet domain names

IE22 An Internet domain name is a unique alphanumeric name that is used to identify a particular numeric Internet address. Registration of a domain name creates an association between that name and a designated computer on the Internet for the period of the registration. Those registrations are renewable. A registered domain name acquired in a business combination meets the contractual-legal criterion.

Customer-related intangible assets

IE23 Examples of customer-related intangible assets are:

Class	Basis
Customer lists	Non-contractual
Order or production backlog	Contractual
Customer contracts and related customer relationships	Contractual
Non-contractual customer relationships	Non-contractual

Customer lists

IE24 A customer list consists of information about customers, such as their names and contact information. A customer list also may be in the form of a database that includes other information about the customers, such as their order histories and demographic information. A customer list does not usually arise from contractual or other legal rights. However, customer lists are often leased or exchanged. Therefore, a customer list acquired in a business combination normally meets the separability criterion.

Order or production backlog

IE25 An order or production backlog arises from contracts such as purchase or sales orders. An order or production backlog acquired in a business combination meets the contractual-legal criterion even if the purchase or sales orders can be cancelled.

Customer contracts and the related customer relationships

IE26 If an entity establishes relationships with its customers through contracts, those customer relationships arise from contractual rights. Therefore, customer contracts and the related customer relationships acquired in a business combination meet the contractual-legal criterion, even if confidentiality or other contractual terms prohibit the sale or transfer of a contract separately from the acquiree.

- IE27 A customer contract and the related customer relationship may represent two distinct intangible assets. Both the useful lives and the pattern in which the economic benefits of the two assets are consumed may differ.
- IE28 A customer relationship exists between an entity and its customer if (a) the entity has information about the customer and has regular contact with the customer and (b) the customer has the ability to make direct contact with the entity. Customer relationships meet the contractual-legal criterion if an entity has a practice of establishing contracts with its customers, regardless of whether a contract exists at the acquisition date. Customer relationships may also arise through means other than contracts, such as through regular contact by sales or service representatives.
- IE29 As noted in paragraph IE25, an order or a production backlog arises from contracts such as purchase or sales orders and is therefore considered a contractual right. Consequently, if an entity has relationships with its customers through these types of contracts, the customer relationships also arise from contractual rights and therefore meet the contractual-legal criterion.

Examples

- IE30 The following examples illustrate the recognition of customer contract and customer relationship intangible assets acquired in a business combination.

- (a) Acquirer Company (AC) acquires Target Company (TC) in a business combination on 31 December 20X5. TC has a five-year agreement to supply goods to Customer. Both TC and AC believe that Customer will renew the agreement at the end of the current contract. The agreement is not separable.

The agreement, whether cancellable or not, meets the contractual-legal criterion. Additionally, because TC establishes its relationship with Customer through a contract, not only the agreement itself but also TC's customer relationship with Customer meet the contractual-legal criterion.

- (b) AC acquires TC in a business combination on 31 December 20X5. TC manufactures goods in two distinct lines of business: sporting goods and electronics. Customer purchases both sporting goods and electronics from TC. TC has a contract with Customer to be its exclusive provider of sporting goods but has no contract for the supply of electronics to Customer. Both TC and AC believe that only one overall customer relationship exists between TC and Customer.

The contract to be Customer's exclusive supplier of sporting goods, whether cancellable or not, meets the contractual-legal criterion. Additionally, because TC establishes its relationship with Customer through a contract, the customer relationship with Customer meets the contractual-legal criterion. Because TC has only one customer relationship with Customer, the fair value of that relationship incorporates assumptions about TC's relationship with Customer related to both sporting goods and electronics. However, if AC determines that the customer relationships with Customer for sporting goods and for electronics are separate from each other, AC would assess whether the customer relationship for electronics meets the separability criterion for identification as an intangible asset.

- (c) AC acquires TC in a business combination on 31 December 20X5. TC does business with its customers solely through purchase and sales orders. At 31 December 20X5, TC has a backlog of customer purchase orders from 60 per cent of its customers, all of whom are recurring customers. The other 40 per cent of TC's customers are also recurring customers. However, as of 31 December 20X5, TC has no open purchase orders or other contracts with those customers.

Regardless of whether they are cancellable or not, the purchase orders from 60 per cent of TC's customers meet the contractual-legal criterion. Additionally, because TC has established its relationship with 60 per cent of its customers through contracts, not only the purchase orders but also TC's customer relationships meet the contractual-legal criterion. Because TC has a practice of establishing contracts with the remaining 40 per cent of its customers, its relationship with those customers also arises through contractual rights and therefore meets the contractual-legal criterion even though TC does not have contracts with those customers at 31 December 20X5.

- (d) AC acquires TC, an insurer, in a business combination on 31 December 20X5. TC has a portfolio of one-year motor insurance contracts that are cancellable by policyholders.

Because TC establishes its relationships with policyholders through insurance contracts, the customer relationship with policyholders meets the contractual-legal criterion. HKAS 36 *Impairment of Assets* and HKAS 38 *Intangible Assets* apply to the customer relationship intangible asset.

Non-contractual customer relationships

- IE31 A customer relationship acquired in a business combination that does not arise from a contract may nevertheless be identifiable because the relationship is separable. Exchange transactions for the same asset or a similar asset that indicate that other entities have sold or otherwise transferred a particular type of non-contractual customer relationship would provide evidence that the relationship is separable.

Artistic-related intangible assets

- IE32 Examples of artistic-related intangible assets are:

Class	Basis
Plays, operas and ballets	Contractual
Books, magazines, newspapers and other literary works	Contractual
Musical works such as compositions, song lyrics and advertising jingles	Contractual
Pictures and photographs	Contractual
Video and audiovisual material, including motion pictures or films, music videos and television programmes	Contractual

- IE33 Artistic-related assets acquired in a business combination are identifiable if they arise from contractual or legal rights such as those provided by copyright. The holder can transfer a copyright, either in whole through an assignment or in part through a licensing agreement. An acquirer is not precluded from recognising a copyright intangible asset and any related assignments or licence agreements as a single asset, provided they have similar useful lives.

Contract-based intangible assets

- IE34 Contract-based intangible assets represent the value of rights that arise from contractual arrangements. Customer contracts are one type of contract-based intangible asset. If the terms of a contract give rise to a liability (for example, if the terms of an operating lease or customer contract are unfavourable relative to market terms), the acquirer recognises it as a liability assumed in the business combination. Examples of contract-based intangible assets are:

Class	Basis
Licensing, royalty and standstill agreements	Contractual
Advertising, construction, management, service or supply contracts	Contractual
Lease agreements (whether the acquiree is the lessee or the lessor)	Contractual
Construction permits	Contractual
Franchise agreements	Contractual
Operating and broadcast rights	Contractual
Servicing contracts, such as mortgage servicing contracts	Contractual
Employment contracts	Contractual
Use rights, such as drilling, water, air, timber cutting and route authorities	Contractual

Servicing contracts, such as mortgage servicing contracts

- IE35 Contracts to service financial assets are one type of contract-based intangible asset. Although servicing is inherent in all financial assets, it becomes a distinct asset (or liability) by one of the following:
- when contractually separated from the underlying financial asset by sale or securitisation of the assets with servicing retained;
 - through the separate purchase and assumption of the servicing.

- IE36 If mortgage loans, credit card receivables or other financial assets are acquired in a business combination with servicing retained, the inherent servicing rights are not a separate intangible asset because the fair value of those servicing rights is included in the measurement of the fair value of the acquired financial asset.

Employment contracts

- IE37 Employment contracts that are beneficial contracts from the perspective of the employer because the pricing of those contracts is favourable relative to market terms are one type of contract-based intangible asset.

Use rights

- IE38 Use rights include rights for drilling, water, air, timber cutting and route authorities. Some use rights are contract-based intangible assets to be accounted for separately from goodwill. Other use rights may have characteristics of tangible assets rather than of intangible assets. An acquirer should account for use rights on the basis of their nature.

Technology-based intangible assets

- IE39 Examples of technology-based intangible assets are:

Class	Basis
Patented technology	Contractual
Computer software and mask works	Contractual
Unpatented technology	Non-contractual
Databases, including title plants	Non-contractual
Trade secrets, such as secret formulas, processes and recipes	Contractual

Computer software and mask works

- IE40 Computer software and program formats acquired in a business combination that are protected legally, such as by patent or copyright, meet the contractual-legal criterion for identification as intangible assets.
- IE41 Mask works are software permanently stored on a read-only memory chip as a series of stencils or integrated circuitry. Mask works may have legal protection. Mask works with legal protection that are acquired in a business combination meet the contractual-legal criterion for identification as intangible assets.

Databases, including title plants

- IE42 Databases are collections of information, often stored in electronic form (such as on computer disks or files). A database that includes original works of authorship may be entitled to copyright protection. A database acquired in a business combination and protected by copyright meets the contractual-legal criterion. However, a database typically includes information created as a consequence of an entity's normal operations, such as customer lists, or specialised information, such as scientific data or credit information. Databases that are not protected by copyright can be, and often are, exchanged, licensed or leased to others in their entirety or in part. Therefore, even if the future economic benefits from a database do not arise from legal rights, a database acquired in a business combination meets the separability criterion.
- IE43 Title plants constitute a historical record of all matters affecting title to parcels of land in a particular geographical area. Title plant assets are bought and sold, either in whole or in part, in exchange transactions or are licensed. Therefore, title plant assets acquired in a business combination meet the separability criterion.

Trade secrets, such as secret formulas, processes and recipes

- IE44 A trade secret is 'information, including a formula, pattern, recipe, compilation, program, device, method, technique, or process that (a) derives independent economic value, actual or potential, from not being generally known and (b) is the subject of efforts that are reasonable under the circumstances to maintain its secrecy.'^{*} If the future economic benefits from a trade secret acquired in a business combination are legally protected, that asset meets the contractual-legal criterion. Otherwise, trade secrets acquired in a business combination are identifiable only if the separability criterion is met, which is likely to be the case.

Gain on a bargain purchase

Illustrating the consequences of recognising and measuring a gain from a bargain purchase by applying paragraphs 32 – 36 of HKFRS 3.

- IE45 The following example illustrates the accounting for a business combination in which a gain on a bargain purchase is recognised.
- IE46 On 1 January 20X5 AC acquires 80 per cent of the equity interests of TC, a private entity, in exchange for cash of CU150. Because the former owners of TC needed to dispose of their investments in TC by a specified date, they did not have sufficient time to market TC to multiple potential buyers. The management of AC initially measures the separately recognisable identifiable assets acquired and the liabilities assumed as of the acquisition date in accordance with the requirements of HKFRS 3. The identifiable assets are measured at CU250 and the liabilities assumed are measured at CU50. AC engages an independent consultant, who determines that the fair value of the 20 per cent non-controlling interest in TC is CU42.

^{*} Melvin Simensky and Lanning Bryer, *The New Role of Intellectual Property in Commercial Transactions* (New York: John Wiley & Sons, 1998), page 293.

- IE47 The amount of TC’s identifiable net assets (CU200, calculated as CU250 – CU50) exceeds the fair value of the consideration transferred plus the fair value of the non-controlling interest in TC. Therefore, AC reviews the procedures it used to identify and measure the assets acquired and liabilities assumed and to measure the fair value of both the non-controlling interest in TC and the consideration transferred. After that review, AC decides that the procedures and resulting measures were appropriate. AC measures the gain on its purchase of the 80 per cent interest as follows:

		CU
Amount of the identifiable net assets acquired (CU250 - CU50)		200
Less: Fair value of the consideration transferred for AC’s 80 per cent interest in TC; plus	150	
Fair value of non-controlling interest in TC	42	
		192
Gain on bargain purchase of 80 per cent interest		8

- IE48 AC would record its acquisition of TC in its consolidated financial statements as follows:

	CU	CU
Dr Identifiable assets acquired	250	
Cr Cash		150
Cr Liabilities assumed		50
Cr Gain on the bargain purchase		8
Cr Equity—non-controlling interest in TC		42

- IE49 If the acquirer chose to measure the non-controlling interest in TC on the basis of its proportionate interest in the identifiable net assets of the acquiree, the recognised amount of the non-controlling interest would be CU40 (CU200 × 0.20). The gain on the bargain purchase then would be CU10 (CU200 – (CU150 + CU40)).

Measurement period

Illustrating the consequences of applying paragraphs 45 – 50 of HKFRS 3.

- IE50 If the initial accounting for a business combination is not complete at the end of the financial reporting period in which the combination occurs, paragraph 45 of HKFRS 3 requires the acquirer to recognise in its financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, the acquirer recognises adjustments to the provisional amounts needed to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognised as of that date. Paragraph 49 of HKFRS 3 requires the acquirer to recognise such adjustments as if the accounting for the business combination had been completed at the acquisition date. Measurement period adjustments are not included in profit or loss.
- IE51 Suppose that AC acquires TC on 30 September 20X7. AC seeks an independent valuation for an item of property, plant and equipment acquired in the combination, and the valuation was not complete by the time AC authorised for issue its financial statements for the year ended 31 December 20X7. In its 20X7 annual financial statements, AC recognised a provisional fair value for the asset of CU30,000. At the acquisition date, the item of property, plant and equipment had a remaining useful life of five years. Five months after

the acquisition date, AC received the independent valuation, which estimated the asset's acquisition-date fair value as CU40,000.

- IE52 In its financial statements for the year ended 31 December 20X8, AC retrospectively adjusts the 20X7 prior year information as follows:
- (a) The carrying amount of property, plant and equipment as of 31 December 20X7 is increased by CU9,500. That adjustment is measured as the fair value adjustment at the acquisition date of CU10,000 less the additional depreciation that would have been recognised if the asset's fair value at the acquisition date had been recognised from that date (CU500 for three months' depreciation).
 - (b) The carrying amount of goodwill as of 31 December 20X7 is decreased by CU10,000.
 - (c) Depreciation expense for 20X7 is increased by CU500.
- IE53 In accordance with paragraph B67 of HKFRS 3, AC discloses:
- (a) in its 20X7 financial statements, that the initial accounting for the business combination has not been completed because the valuation of property, plant and equipment has not yet been received.
 - (b) in its 20X8 financial statements, the amounts and explanations of the adjustments to the provisional values recognised during the current reporting period. Therefore, AC discloses that the 20X7 comparative information is adjusted retrospectively to increase the fair value of the item of property, plant and equipment at the acquisition date by CU9,500, offset by a decrease to goodwill of CU10,000 and an increase in depreciation expense of CU500.

Determining what is part of the business combination transaction

Settlement of a pre-existing relationship

Illustrating the consequences of applying paragraphs 51, 52 and B50 – B53 of HKFRS 3.

- IE54 AC purchases electronic components from TC under a five-year supply contract at fixed rates. Currently, the fixed rates are higher than the rates at which AC could purchase similar electronic components from another supplier. The supply contract allows AC to terminate the contract before the end of the initial five-year term but only by paying a CU6 million penalty. With three years remaining under the supply contract, AC pays CU50 million to acquire TC, which is the fair value of TC based on what other market participants would be willing to pay.
- IE55 Included in the total fair value of TC is CU8 million related to the fair value of the supply contract with AC. The CU8 million represents a CU3 million component that is 'at market' because the pricing is comparable to pricing for current market transactions for the same or similar items (selling effort, customer relationships and so on) and a CU5 million component for pricing that is unfavourable to AC because it exceeds the price of current market transactions for similar items. TC has no other identifiable assets or liabilities related to the supply contract, and AC has not recognised any assets or liabilities related to the supply contract before the business combination.
- IE56 In this example, AC calculates a loss of CU5 million (the lesser of the CU6 million stated settlement amount and the amount by which the contract is unfavourable to the acquirer) separately from the business combination. The CU3 million 'at-market' component of the contract is part of goodwill.

IE57 Whether AC had recognised previously an amount in its financial statements related to a pre-existing relationship will affect the amount recognised as a gain or loss for the effective settlement of the relationship. Suppose that HKFRSs had required AC to recognise a CU6 million liability for the supply contract before the business combination. In that situation, AC recognises a CU1 million settlement gain on the contract in profit or loss at the acquisition date (the CU5 million measured loss on the contract less the CU6 million loss previously recognised). In other words, AC has in effect settled a recognised liability of CU6 million for CU5 million, resulting in a gain of CU1 million.

Contingent payments to employees

Illustrating the consequences of applying paragraphs 51, 52, B50, B54 and B55 of HKFRS 3.

IE58 TC appointed a candidate as its new CEO under a ten-year contract. The contract required TC to pay the candidate CU5 million if TC is acquired before the contract expires. AC acquires TC eight years later. The CEO was still employed at the acquisition date and will receive the additional payment under the existing contract.

IE59 In this example, TC entered into the employment agreement before the negotiations of the combination began, and the purpose of the agreement was to obtain the services of CEO. Thus, there is no evidence that the agreement was arranged primarily to provide benefits to AC or the combined entity. Therefore, the liability to pay CU5 million is included in the application of the acquisition method.

IE60 In other circumstances, TC might enter into a similar agreement with CEO at the suggestion of AC during the negotiations for the business combination. If so, the primary purpose of the agreement might be to provide severance pay to CEO, and the agreement may primarily benefit AC or the combined entity rather than TC or its former owners. In that situation, AC accounts for the liability to pay CEO in its post-combination financial statements separately from application of the acquisition method.

Replacement awards

Illustrating the consequences of applying paragraphs 51, 52 and B56 – B62 of HKFRS 3.

IE61 The following examples illustrate replacement awards that the acquirer was obliged to issue in the following circumstances:

		Acquiree awards Has the vesting period been completed before the business combination?	
		Completed	Not completed
Replacement awards Are employees required to provide additional service after the acquisition date?	Not required	Example 1	Example 4
	Required	Example 2	Example 3

IE62 The examples assume that all awards are classified as equity.

Example 1

<i>Acquiree awards</i>	<i>Vesting period completed before the business combination</i>
<i>Replacement awards</i>	<i>Additional employee services are not required after the acquisition date</i>

IE63 AC issues replacement awards of CU110 (market-based measure) at the acquisition date for TC awards of CU100 (market-based measure) at the acquisition date. No post-combination services are required for the replacement awards and TC's employees had rendered all of the required service for the acquiree awards as of the acquisition date.

IE64 The amount attributable to pre-combination service is the market-based measure of TC's awards (CU100) at the acquisition date; that amount is included in the consideration transferred in the business combination. The amount attributable to post-combination service is CU10, which is the difference between the total value of the replacement awards (CU110) and the portion attributable to pre-combination service (CU100). Because no post-combination service is required for the replacement awards, AC immediately recognises CU10 as remuneration cost in its post-combination financial statements.

Example 2

<i>Acquiree awards</i>	<i>Vesting period completed before the business combination</i>
<i>Replacement awards</i>	<i>Additional employee services are required after the acquisition date</i>

IE65 AC exchanges replacement awards that require one year of post-combination service for share-based payment awards of TC, for which employees had completed the vesting period before the business combination. The market-based measure of both awards is CU100 at the acquisition date. When originally granted, TC's awards had a vesting period of four years. As of the acquisition date, the TC employees holding unexercised awards had rendered a total of seven years of service since the grant date.

IE66 Even though TC employees had already rendered all of the service, AC attributes a portion of the replacement award to post-combination remuneration cost in accordance with paragraph B59 of HKFRS 3, because the replacement awards require one year of post-combination service. The total vesting period is five years—the vesting period for the original acquiree award completed before the acquisition date (four years) plus the vesting period for the replacement award (one year).

IE67 The portion attributable to pre-combination services equals the market-based measure of the acquiree award (CU100) multiplied by the ratio of the pre-combination vesting period (four years) to the total vesting period (five years). Thus, CU80 (CU100 x 4/5 years) is attributed to the pre-combination vesting period and therefore included in the consideration transferred in the business combination. The remaining CU20 is attributed to the post-combination vesting period and is therefore recognised as remuneration cost in AC's post-combination financial statements in accordance with HKFRS 2.

Example 3

<i>Acquiree awards</i>	<i>Vesting period not completed before the business combination</i>
<i>Replacement awards</i>	<i>Additional employee services are required after the acquisition date</i>

IE68 AC exchanges replacement awards that require one year of post-combination service for share-based payment awards of TC, for which employees had not yet rendered all of the service as of the acquisition date. The market-based measure of both awards is CU100 at the acquisition date. When originally granted, the awards of TC had a vesting period of four years. As of the acquisition date, the TC employees had rendered two years' service, and they would have been required to render two additional years of service after the acquisition date for their awards to vest. Accordingly, only a portion of the TC awards is attributable to pre-combination service.

IE69 The replacement awards require only one year of post-combination service. Because employees have already rendered two years of service, the total vesting period is three years. The portion attributable to pre-combination services equals the market-based measure of the acquiree award (CU100) multiplied by the ratio of the pre-combination vesting period (two years) to the **greater of** the total vesting period (three years) or the original vesting period of TC's award (four years). Thus, CU50 (CU100 × 2/4 years) is attributable to pre-combination service and therefore included in the consideration transferred for the acquiree. The remaining CU50 is attributable to post-combination service and therefore recognised as remuneration cost in AC's post-combination financial statements.

Example 4

<i>Acquiree awards</i>	<i>Vesting period not completed before the business combination</i>
<i>Replacement awards</i>	<i>Additional employee services are not required after the acquisition date</i>

IE70 Assume the same facts as in Example 3 above, except that AC exchanges replacement awards that require no post-combination service for share-based payment awards of TC for which employees had not yet rendered all of the service as of the acquisition date. The terms of the replaced TC awards did not eliminate any remaining vesting period upon a change in control. (If the TC awards had included a provision that eliminated any remaining vesting period upon a change in control, the guidance in Example 1 would apply.) The market-based measure of both awards is CU100. Because employees have already rendered two years of service and the replacement awards do not require any post-combination service, the total vesting period is two years.

IE71 The portion of the market-based measure of the replacement awards attributable to pre-combination services equals the market-based measure of the acquiree award (CU100) multiplied by the ratio of the pre-combination vesting period (two years) to the **greater of** the total vesting period (two years) or the original vesting period of TC's award (four years). Thus, CU50 (CU100 × 2/4 years) is attributable to pre-combination service and therefore included in the consideration transferred for the acquiree. The remaining CU50 is attributable to post-combination service. Because no post-combination service is required to vest in the replacement award, AC recognises the entire CU50 immediately as remuneration cost in the post-combination financial statements.

Disclosure requirements

Illustrating the consequences of applying the disclosure requirements in paragraphs 59 – 63 and B64 – B67 of HKFRS 3.

IE72 The following example illustrates some of the disclosure requirements of HKFRS 3; it is not based on an actual transaction. The example assumes that AC is a listed entity and that TC is an unlisted entity. The illustration presents the disclosures in a tabular format that refers to the specific disclosure requirements illustrated. An actual footnote might present many of the disclosures illustrated in a simple narrative format.

Footnote X: Acquisitions

Paragraph reference

- B64(a–d) On 30 June 20X0 AC acquired 15 per cent of the outstanding ordinary shares of TC. On 30 June 20X2 AC acquired 60 per cent of the outstanding ordinary shares of TC and obtained control of TC. TC is a provider of data networking products and services in Canada and Mexico. As a result of the acquisition, AC is expected to be the leading provider of data networking products and services in those markets. It also expects to reduce costs through economies of scale.
- B64(e) The goodwill of CU2,500 arising from the acquisition consists largely of the synergies and economies of scale expected from combining the operations of AC and TC.
- B64(k) None of the goodwill recognised is expected to be deductible for income tax purposes. The following table summarises the consideration paid for TC and the amounts of the assets acquired and liabilities assumed recognised at the acquisition date, as well as the fair value at the acquisition date of the non-controlling interest in TC.

At 30 June 20X2

	Consideration	CU
B64(f)(i)	Cash	5,000
B64(f)(iv)	Equity instruments (100,000 ordinary shares of AC)	4,000
B64(f)(iii); B64(g)(i)	Contingent consideration arrangement	1,000
B64(f)	Total consideration transferred	10,000
B64(p)(i)	Fair value of AC's equity interest in TC held before the business combination	2,000
		12,000
B64(m)	Acquisition-related costs (included in selling, general and administrative expenses in AC's statement of comprehensive income for the year ended 31 December 20X2)	1,250

B64(i)	Recognised amounts of identifiable assets acquired and liabilities assumed	
	Financial assets	3,500
	Inventory	1,000
	Property, plant and equipment	10,000
	Identifiable intangible assets	3,300
	Financial liabilities	(4,000)
	Contingent liability	<u>(1,000)</u>
	Total identifiable net assets	12,800
B64(o)(i)	Non-controlling interest in TC	(3,300)
	Goodwill	<u>2,500</u>
		<u>12,000</u>
B64(f)(iv)	The fair value of the 100,000 ordinary shares issued as part of the consideration paid for TC (CU4,000) was determined on the basis of the closing market price of AC's ordinary shares on the acquisition date.	
B64(f)(iii) B64(g) B67(b)	The contingent consideration arrangement requires AC to pay the former owners of TC 5 per cent of the revenues of XC, an unconsolidated equity investment owned by TC, in excess of CU7,500 for 20X3, up to a maximum amount of CU2,500 (undiscounted).	
	The potential undiscounted amount of all future payments that AC could be required to make under the contingent consideration arrangement is between CU0 and CU2,500.	
	The fair value of the contingent consideration arrangement of CU1,000 was estimated by applying the income approach. The fair value estimates are based on an assumed discount rate range of 20–25 per cent and assumed probability-adjusted revenues in XC of CU10,000–20,000.	
	As of 31 December 20X2, neither the amount recognised for the contingent consideration arrangement, nor the range of outcomes or the assumptions used to develop the estimates had changed.	
B64(h)	The fair value of the financial assets acquired includes receivables under finance leases of data networking equipment with a fair value of CU2,375. The gross amount due under the contracts is CU3,100, of which CU450 is expected to be uncollectible.	

- B67(a) The fair value of the acquired identifiable intangible assets of CU3,300 is provisional pending receipt of the final valuations for those assets.
- B64(j)
B67(c)
HKAS
37.84,
85 A contingent liability of CU1,000 has been recognised for expected warranty claims on products sold by TC during the last three years. We expect that the majority of this expenditure will be incurred in 20X3 and that all will be incurred by the end of 20X4. The potential undiscounted amount of all future payments that AC could be required to make under the warranty arrangements is estimated to be between CU500 and CU1,500. As of 31 December 20X2, there has been no change since 30 June 20X2 in the amount recognised for the liability or any change in the range of outcomes or assumptions used to develop the estimates.
- B64(o) The fair value of the non-controlling interest in TC, an unlisted company, was estimated by applying a market approach and an income approach. The fair value estimates are based on:
- (a) an assumed discount rate range of 20–25 per cent;
 - (b) an assumed terminal value based on a range of terminal EBITDA multiples between 3 and 5 times (or, if appropriate, based on long term sustainable growth rates ranging from 3 to 6 per cent);
 - (c) assumed financial multiples of companies deemed to be similar to TC; and
 - (d) assumed adjustments because of the lack of control or lack of marketability that market participants would consider when estimating the fair value of the non-controlling interest in TC.
- B64(p)(ii) AC recognised a gain of CU500 as a result of measuring at fair value its 15 per cent equity interest in TC held before the business combination. The gain is included in other income in AC's statement of comprehensive income for the year ending 31 December 20X2.
- B64(q)(i) The revenue included in the consolidated statement of comprehensive income since 30 June 20X2 contributed by TC was CU4,090. TC also contributed profit of CU1,710 over the same period.
- B64(q)(ii) Had TC been consolidated from 1 January 20X2 the consolidated statement of comprehensive income would have included revenue of CU27,670 and profit of CU12,870.

Appendix

Amendments to guidance on other HKFRSs

The following amendments to guidance on other HKFRSs are necessary in order to ensure consistency with HKFRS 3 (as revised in 2008) and the related amendments to other HKFRSs. In the amended paragraphs, new text is underlined and deleted text is struck through.

* * *

The amendments contained in this appendix when this Guidance was issued have been incorporated into the text of the relevant Guidance.

Comparison of IFRS 3 (as revised in 2008) and SFAS 141(R)

- 1 IFRS 3 *Business Combinations* (as revised in 2008) and FASB Statement No.141 (revised 2007) *Business Combinations* (SFAS 141(R)) are the result of the IASB's and the FASB's projects to improve the accounting for and reporting of business combinations. The first phase of those projects led to IFRS 3 issued in 2004) and FASB Statement No. 141 (issued in 2001). In 2002, the IASB and the FASB agreed to reconsider jointly their guidance for applying the purchase method (now called the acquisition method) of accounting for business combinations. The objective of the joint effort was to develop a common and comprehensive standard for the accounting for business combinations that could be used for both domestic and international financial reporting. Although the boards reached the same conclusions on most of the issues addressed in the project, they reached different conclusions on a few matters.
- 2 On those matters on which the boards reached different conclusions, each board includes its own requirements in its version of the standard. The following table identifies and compares those paragraphs in which the IASB and the FASB have different requirements. The table does not identify non-substantive differences. For example, the table does not identify differences in terminology that do not change the meaning of the guidance, such as the IASB using the term *profit or loss* and the FASB using the term *earnings*.
- 3 Most of the differences identified in the table arise because of the boards' decision to provide guidance for accounting for business combinations that is consistent with other IFRSs or FASB standards. Many of those differences are being considered in current projects or are candidates for future convergence projects, which is why the boards allowed those differences to continue at this time.

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Scope exception for not-for-profit organisations	IFRSs generally do not have scope limitations for not-for-profit activities in the private or public sector. Therefore, this scope exception is not necessary for the revised IFRS 3.	SFAS 141(R) does not apply to combinations of not-for-profit organisations or the acquisition of a for-profit business by a not-for-profit organisation. The FASB is developing guidance for the accounting for mergers and acquisitions by not-for-profit organisations in a separate project. [paragraph 2(d)]
Identifying the acquirer	The guidance on control in IAS 27 <i>Consolidated and Separate Financial Statements</i> is used to identify the acquirer. The revised IFRS 3 does not have guidance for primary beneficiaries because it does not have consolidation guidance equivalent to FASB Interpretation No. 46 (revised December 2003) <i>Consolidation of Variable Interest Entities</i> (FASB Interpretation 46(R)). [Appendix A and paragraph 7]	The guidance on <i>controlling financial interest</i> in ARB No. 51 <i>Consolidated Financial Statements</i> (ARB 51), as amended, is used to identify the acquirer, unless the acquirer is the primary beneficiary of a variable interest entity. The primary beneficiary of a variable interest entity is always the acquirer and the determination of which party is the primary beneficiary is made in accordance with FASB Interpretation 46(R), not based on the guidance in ARB 51 or paragraphs A11–A15 of SFAS 141(R). [paragraphs 3(b) and 9]
Definition of control	<i>Control</i> is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. [Appendix A]	<i>Control</i> has the meaning of <i>controlling financial interest</i> in paragraph 2 of ARB 51, as amended, and interpreted by FASB Interpretation 46(R). [paragraph 3(g)]
Definition of fair value	<i>Fair value</i> is 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. The IASB has a separate project in which it is considering the definition of fair value and related measurement guidance. [Appendix A]	<i>Fair value</i> is defined in paragraph 5 of FASB Statement No. 157 <i>Fair Value Measurements</i> 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. [paragraph 3(i)]

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Operating leases	The revised IFRS 3 requires the acquirer to take into account the terms of a lease in measuring the acquisition-date fair value of an asset that is subject to an operating lease in which the acquiree is the lessor. This is consistent with the guidance in IAS 40 <i>Investment Property</i> . Accordingly, the revised IFRS 3 does not require the acquirer of an operating lease in which the acquiree is the lessor to recognise a separate asset or liability if the terms of an operating lease are favourable or unfavourable compared with market terms as is required for leases in which the acquiree is the lessee. [paragraphs B29 and B42]	Regardless of whether the acquiree is the lessee or the lessor, SFAS 141(R) requires the acquirer to recognise an intangible asset if the terms of an operating lease are favourable relative to market terms or a liability if the terms are unfavourable relative to market terms. Accordingly, an acquirer measures the acquisition-date fair value of an asset that is subject to an operating lease in which the acquiree is the lessor separately from the lease contract. [paragraphs A17 and A58]
Non-controlling interest in an acquiree	<p>Initial recognition</p> <p>The revised IFRS 3 permits an acquirer to measure the non-controlling interest in an acquiree either at fair value or as its proportionate share of the acquiree's identifiable net assets. [paragraph 19]</p>	<p>Initial recognition</p> <p>SFAS 141(R) requires the non-controlling interest in an acquiree to be measured at fair value. [paragraph 20]</p>

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
<p>Non-controlling interest in an acquiree</p>	<p>Disclosures</p> <p>Because an acquirer is permitted to choose between two measurement bases for the non-controlling interest in an acquiree, the revised IFRS 3 requires an acquirer to disclose the measurement basis used. If the non-controlling interest is measured at fair value, the acquirer must disclose the valuation techniques and key model inputs used. [paragraph B64(o)]</p>	<p>Disclosures</p> <p>SFAS 141(R) requires an acquirer to disclose the valuation technique(s) and significant inputs used to measure fair value. [paragraph 68(p)]</p>
<p>Assets and liabilities arising from contingencies</p>	<p>Initial recognition</p> <p>The revised IFRS 3 requires the acquirer to recognise a contingent liability assumed in a business combination if it is a present obligation that arises from past events and its fair value can be measured reliably. [paragraphs 22 and 23]</p>	<p>Initial recognition</p> <p>SFAS 141(R) requires the acquirer to recognise as of the acquisition date the assets acquired and liabilities assumed that arise from <i>contractual contingencies</i>, measured at their acquisition-date fair values. For all other contingencies (referred to as <i>non-contractual contingencies</i>), the acquirer recognises an asset or liability as of the acquisition date if it is more likely than not that the contingency gives rise to an asset or a liability as defined in FASB Concepts Statement No. 6 <i>Elements of Financial Statements</i>. Non-contractual contingencies that do not meet the recognition threshold as of the acquisition date are accounted for in accordance with other GAAP, including FASB Statement No. 5 <i>Accounting for Contingencies</i> (SFAS 5) as appropriate. [paragraphs 23–25]</p>

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Assets and liabilities arising from contingencies	<p>Subsequent measurement</p> <p>The revised IFRS 3 carries forward the existing requirements that a contingent liability recognised in a business combination must be measured subsequently at the higher of the amount that would be recognised in accordance with IAS 37 <i>Provisions, Contingent Liabilities and Contingent Assets</i> or the amount initially recognised less, if appropriate, cumulative amortisation recognised in accordance with IAS 18 <i>Revenue</i>. [paragraph 56]</p>	<p>Subsequent measurement</p> <p>SFAS 141(R) requires an acquirer to continue to report an asset or liability arising from a contractual or non-contractual contingency that is recognised as of the acquisition date that would be in the scope of SFAS 5 if not acquired or assumed in a business combination at its acquisition-date fair value until the acquirer obtains new information about the possible outcome of the contingency. The acquirer evaluates that new information and measures the asset or liability as follows:</p> <p>(a) a liability is measured at the <i>higher</i> of:</p> <ul style="list-style-type: none"> (i) its acquisition-date fair value; or (ii) the amount that would be recognised if applying SFAS 5. <p>(b) an asset is measured at the <i>lower</i> of:</p> <ul style="list-style-type: none"> (i) its acquisition-date fair value; or (ii) the best estimate of its future settlement amount. [paragraphs 62 and 63]

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Assets and liabilities arising from contingencies	<p>Disclosures</p> <p>SFAS 141(R)'s disclosures related to assets and liabilities arising from contingencies are slightly different from those required by the revised IFRS 3 because the IASB's disclosures are based on the requirements in IAS 37. [the revised IFRS 3, paragraphs B64(j) and B67(c); SFAS 141(R), paragraphs 68(j) and 72(c)]</p> <p>Application guidance</p> <p>SFAS 141(R) provides application guidance for applying the more-likely-than-not criterion for recognising non-contractual contingencies. The revised IFRS 3 does not have equivalent guidance. [SFAS 141(R), paragraphs A62–A65]</p>	
Assets and liabilities for which the acquirer applies other IFRSs or US GAAP rather than the recognition and measurement principles	<p>The revised IFRS 3 and SFAS 141(R) provide exceptions to the recognition and measurement principles for particular assets and liabilities that the acquirer accounts for in accordance with other IFRSs or US GAAP. For example, income taxes and employee benefit arrangements are accounted for in accordance with existing IFRSs or US GAAP. Differences in the existing guidance might result in differences in the amounts recognised in a business combination. For example, differences between the recognition and measurement guidance in IAS 12 <i>Income Taxes</i> and FASB Statement No. 109 <i>Accounting for Income Taxes</i> (SFAS 109) might result in differences in the amounts recognised in a business combination related to income taxes. [the revised IFRS 3, paragraphs 24–26; SFAS 141(R), paragraphs 26–28]</p>	
Replacement share-based payment awards	<p>The revised IFRS 3 requires an acquirer to account for share-based payment awards that it exchanges for awards held by employees of the acquiree in accordance with IFRS 2 <i>Share-based Payment</i> and SFAS 141(R) requires the acquirer to account for those awards in accordance with FASB Statement No. 123 (revised 2004) <i>Share-Based Payment</i> (SFAS 123(R)). Differences between IFRS 2 and SFAS 123(R) might cause differences in the accounting for share-based payment awards entered into as part of the business combination. In addition, the implementation guidance differs because of the different requirements in IFRS 2 and SFAS 123(R). [the revised IFRS 3, paragraphs 30 and B56–B62; SFAS 141(R), paragraphs 32, 43–46 and A91–A106]</p>	

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Contingent consideration	<p>Initial classification</p> <p>The revised IFRS 3 and SFAS 141(R) require an acquirer to classify contingent consideration as an asset, a liability or equity on the basis of other IFRSs or US GAAP, respectively. Differences between the related IFRSs and US GAAP might cause differences in the initial classification and, therefore, might cause differences in the subsequent accounting. [the revised IFRS 3, paragraph 40; SFAS 141(R), paragraph 42]</p>	
	<p>Subsequent measurement</p> <p>Contingent consideration classified as an asset or liability that:</p> <p>(a) is a financial instrument and is within the scope of IAS 39 <i>Financial Instruments: Recognition and Measurement</i> is measured at fair value, with any resulting gain or loss recognised either in profit or loss or in other comprehensive income in accordance with that IFRS.</p> <p>(b) is not within the scope of IAS 39 is accounted for in accordance with IAS 37 or other IFRSs as appropriate. [paragraph 58]</p>	<p>Subsequent measurement</p> <p>Contingent consideration classified as an asset or liability is measured subsequently at fair value. The changes in fair value are recognised in earnings unless the contingent consideration is a hedging instrument for which FASB Statement No. 133 <i>Accounting for Derivative Instruments and Hedging Activities</i> requires the subsequent changes to be recognised in other comprehensive income. [paragraph 65]</p>
Subsequent measurement and accounting for assets, liabilities or equity instruments	<p>In general, after a business combination an acquirer measures and accounts for assets acquired, liabilities assumed or incurred and equity instruments issued in accordance with other applicable IFRSs or US GAAP, depending on their nature. Differences in the other applicable guidance might cause differences in the subsequent measurement and accounting for those assets, liabilities and equity instruments. [the revised IFRS 3, paragraphs 54 and B63; SFAS 141(R), paragraphs 60 and 66]</p>	

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Goodwill by reportable segment	<p>The disclosure of goodwill by reportable segment is not required by the revised IFRS 3. Paragraph 134 of IAS 36 <i>Impairment of Assets</i> requires an entity to disclose the aggregate carrying amount of goodwill allocated to each cash-generating unit (group of units) for which the carrying amount of goodwill allocated to that unit (group of units) is significant in comparison with the entity's total carrying amount of goodwill. This information is not required to be disclosed for each material business combination that occurs during the period or in the aggregate for individually immaterial business combinations that are material collectively and occur during the period.</p>	<p>SFAS 141(R) requires the acquirer to disclose for each business combination that occurs during the period or in the aggregate for individually immaterial business combinations that are material collectively and that occur during the period, the amount of goodwill by reportable segment, if the combined entity is required to disclose segment information in accordance with FASB Statement No. 131 <i>Disclosures about Segments of an Enterprise and Related Information</i> (SFAS 131) unless such disclosure is impracticable. Like IAS 36, paragraph 45 of FASB Statement No. 142 <i>Goodwill and Other Intangible Assets</i> (SFAS 142) requires disclosure of this information in the aggregate by each reportable segment, not for each material business combination that occurs during the period or in the aggregate for individually immaterial business combinations that are material collectively and occur during the period. [paragraph 68(l)]</p>

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Pro forma disclosures	<p>The disclosures required by this paragraph apply to all acquirers.</p> <p>The revised IFRS 3 does not require the disclosure of <i>revenue and profit or loss</i> of the combined entity for the comparable prior period even if comparative financial statements are presented. [paragraph B64(q)]</p>	<p>The disclosures required by this paragraph apply only to acquirers that are <i>public business enterprises</i>, as described in paragraph 9 of SFAS 131.</p> <p>If comparative financial statements are presented, SFAS 141(R) requires disclosure of <i>revenue and earnings</i> of the combined entity for the comparable prior reporting period as though the acquisition date for all business combinations that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period (<i>supplemental pro forma information</i>). [paragraph 68(r)]</p>
Goodwill reconciliation	<p>The revised IFRS 3 requires an acquirer to provide a goodwill reconciliation and provides a detailed list of items that should be shown separately. [paragraph B67(d)]</p>	<p>SFAS 141(R) requires an acquirer to provide a goodwill reconciliation in accordance with the requirements of SFAS 142. SFAS 141(R) amends the requirement in SFAS 142 to align the level of detail in the reconciliation with that required by the IASB. As a result, there is no substantive difference between the FASB's and the IASB's requirements; however, the guidance is contained in different standards. [paragraph 72(d)]</p>

Guidance	IFRS 3 (as revised in 2008)	SFAS 141(R)
Disclosures of the financial effects of adjustments to the amounts recognised in a business combination	The revised IFRS 3 requires the acquirer to disclose the amount and an explanation of any gain or loss recognised in the current period that (a) relates to the identifiable assets acquired or liabilities assumed in a business combination that was effected in the current or previous reporting period and (b) is of such a size, nature or incidence that disclosure is relevant to understanding the combined entity's financial statements. [paragraph B67(e)]	SFAS 141(R) does not require this disclosure.
Effective date	The revised IFRS 3 is required to be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. Early application is permitted. [paragraph 64]	SFAS 141(R) is required to be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 15 December 2008. Early application is prohibited. [paragraph 74]
Income taxes	The revised IFRS 3 and SFAS 141(R) require the subsequent recognition of acquired deferred tax benefits in accordance with IAS 12 or SFAS 109, respectively. Differences between IAS 12 and SFAS 109 might cause differences in the subsequent recognition. Also, in accordance with US GAAP, the acquirer is required to recognise changes in the acquired income tax positions in accordance with FASB Interpretation No. 48 <i>Accounting for Uncertainty in Income Taxes</i> , as amended by SFAS 141(R). [the revised IFRS 3, paragraph 67; SFAS 141(R), paragraph 77]	

The revised IFRS 3 and SFAS 141(R) have also been structured to be consistent with the style of other IFRSs and FASB standards. As a result, the paragraph numbers of the revised standards are not the same, even though the wording in the paragraphs is consistent (except for the differences identified above). This table shows how the paragraph numbers of the revised standards correspond.

IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph	IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph	IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph
1	1	28	30	55	61
2	2	29	31	56	62, 63
3	4, 5	30	32	57	64
4	6	31	33	58	65
5	7	32	34	59	67
6	8	33	35	60	68
7	9	34	36	61	71
8	10	35	37	62	72
9	11	36	38	63	73
10	12	37	39	64	74
11	13	38	40	65	75
12	14	39	41	66	76
13	15	40	42	67	77
14	16	41	47	68	None
15	17	42	48	Appendix A	3
16	18	43	49	B1–B4	D8–D14
17	19	44	50	B5	A2
18	20	45	51	B6	A3
19	20	46	52	B7	A4
20	21	47	53	B8	A5
21	22	48	54	B9	A6
22	23	49	55	B10	A7
23	24, 25	50	56	B11	A8
24	26	51	57	B12	A9
25	27	52	58	B13	A10
26	28	53	59	B14	A11
27	29	54	60	B15	A12

IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph	IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph	IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph
B16	A13	B47	A67	IE10	A125
B17	A14	B48	A68	IE11	A126
B18	A15	B49	A69	IE12	A126
B19	A108	B50	A77	IE13	A127
B20	A109	B51	A78	IE14	A128
B21	A110	B52	A79, 80	IE15	A129
B22	A111	B53	A81	IE16	A29
B23	A112	B54	A86	IE17	A30
B24	A113	B55	A87	IE18	A31
B25	A114	B56	43, 44	IE19	A32
B26	A115	B57	45, A92	IE20	A33
B27	A116	B58	A93	IE21	A34
B28	A16	B59	46, A94	IE22	A35
B29	A17	B60	A95	IE23	A36
B30	A18	B61	A96	IE24	A37
B31	A19	B62	A97–A99	IE25	A38
B32	A20	B63	66	IE26	A39
B33	A21	B64	68	IE27	A40
B34	A22	B65	69	IE28	A41
B35	A23	B66	70	IE29	A41
B36	A24	B67	72	IE30	A43
B37	A25	B68, B69	A130–A134	IE31	A42
B38	A26	IE1	A117	IE32	A44
B39	A27	IE2	A118	IE33	A45
B40	A28	IE3	A119	IE34	A46
B41	A57	IE4	A120	IE35	A47
B42	A58	IE5	A120	IE36	A48
B43	A59	IE6	A121	IE37	A49
B44	A60	IE7	A122	IE38	A50
B45	A61	IE8	A123	IE39	A51
B46	A66	IE9	A124	IE40	A52

HKFRS 3 BUSINESS COMBINATIONS

IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph	IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph	IFRS 3 (revised 2008) paragraph	SFAS 141(R) paragraph
IE41	A53	IE52	A75	IE63	A101
IE42	A54	IE53	A76	IE64	A102
IE43	A55	IE54	A82	IE65	A103
IE44	A56	IE55	A83	IE66	A103
IE45	A70	IE56	A84	IE67	A103
IE46	A71	IE57	A85	IE68	A104
IE47	A71	IE58	A88	IE69	A105
IE48	A72	IE59	A89	IE70	A106
IE49	None	IE60	A90	IE71	A106
IE50	A73	IE61	A100	IE72	A107
IE51	A74	IE62	A100		

Table of Concordance

This table shows how the contents of the superseded version of HKFRS 3 and the revised version of HKFRS 3 correspond. Paragraphs are treated as corresponding if they broadly address the same matter even though the guidance may differ.

Superseded HKFRS 3 paragraph	Revised HKFRS 3 paragraph	Superseded HKFRS 3 paragraph	Revised HKFRS 3 paragraph	Superseded HKFRS 3 paragraph	Revised HKFRS 3 paragraph
1	1	25	8, 41, 42	65	HKAS 12.68
2	2	26	None	66	59
3	2	27	None	67	60, B64
4	2, 3	28	11	68	B65
5	B5, B6	29–31	53	69	B67(a)
6	B6	32–35	39, 40, 58	70	B64(q)
7	B6	36	10, 18, 31	71	B66
8	43	37	10	72	61
9	None	38	HKAS 27.26 (Revised)	73	62, B67
10	B1	39	8, 9	74–76	B67(d)
11	B2	40	19	77	63
12	B3	41	11	78–85	64–67, B68, B69
13	B4	42	None	86, 87	68
14	4	43	11	Appendix A	Appendix A, B7, B12
15	None	44	13	B1–B3	B19
16	5	45, 46	B31–B34	B4–B6	B20
17	6, 7	47–50	22, 23, 56, B64(j), B67(c)	B7–B9	B21, B22
18	None	51	32	B10, B11	B23, B24
19	7	52	Appendix A	B12–B15	B25–B27
20	B13–B16	53	35	B16	None
21	B15	54, 55	B63(a)	B17	None
22	B18	56, 57	34–36	None	12, 14–17, 20, 21, 24–30, 33, 44, 51, 52, 54, 55, 57
23	B17	58–60	41, 42	None	B8–B11, B28–B30, B35–B62
24	37, 38	61–64	45–50		

The main revisions made in 2008 were:

- The scope was broadened to cover business combinations involving only mutual entities and business combinations achieved by contract alone.
- The definitions of a *business* and a *business combination* were amended and additional guidance was added for identifying when a group of assets constitutes a business.
- For each business combination, the acquirer must measure any non-controlling interest in the acquiree either at fair value or as the non-controlling interest's proportionate share of the acquiree's net identifiable assets. Previously, only the latter was permitted.
- The requirements for how the acquirer makes any classifications, designations or assessments for the identifiable assets acquired and liabilities assumed in a business combination were clarified.
- The period during which changes to deferred tax benefits acquired in a business combination can be adjusted against goodwill has been limited to the measurement period (through a consequential amendment to HKAS 12 *Income Taxes*).
- An acquirer is no longer permitted to recognise contingencies acquired in a business combination that do not meet the definition of a liability.
- Costs the acquirer incurs in connection with the business combination must be accounted for separately from the business combination, which usually means that they are recognised as expenses (rather than included in goodwill).
- Consideration transferred by the acquirer, including contingent consideration, must be measured and recognised at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration classified as liabilities are recognised in accordance with HKAS 39, HKAS 37 or other HKFRSs, as appropriate (rather than by adjusting goodwill). The disclosures required to be made in relation to contingent consideration were enhanced.
- Application guidance was added in relation to when the acquirer is obliged to replace the acquiree's share-based payment awards; measuring indemnification assets; rights sold previously that are reacquired in a business combination; operating leases; and valuation allowances related to financial assets such as receivables and loans.
- For business combinations achieved in stages, having the acquisition date as the single measurement date was extended to include the measurement of goodwill. An acquirer must remeasure any equity interest it holds in the acquiree immediately before achieving control at its acquisition-date fair value and recognise the resulting gain or loss, if any, in profit or loss.

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Hong Kong Accounting Standard 1 *Presentation of Financial Statements* (HKAS 1) is set out in paragraphs 1 – 140 and the Appendices A, ~~B~~ and ~~CD~~. All the paragraphs have equal authority. HKAS 1 should be read in the context of its objective and the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

This revised Standard was issued in December 2007. It supersedes HKAS 1, issued in 2004, as amended in 2005.

Appendix D

Amendments resulting from other HKFRSs

The following sets out amendments required for this Standard resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Standard and this appendix will be deleted. In the amended paragraphs, new text is underlined and deleted text is struck through.

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraphs 54(q), 83(a)(i), and 83(b)(i).

Paragraph 106 of HKAS 1 (as revised in 2007) is amended as follows:

- 106** An entity shall present a statement of changes in equity showing in the statement:
- (a) total comprehensive income for the period, showing separately the total amounts attributable to owners of the parent and to non-controlling minority interests;
 - (b) for each component of equity, the effects of retrospective application or retrospective restatement recognised in accordance with HKAS 8; and
 - (c) ~~[deleted] the amounts of transactions with owners in their capacity as owners, showing separately contributions by and distributions to owners; and~~
 - (d) for each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing each changes resulting from:
 - (i) profit or loss;
 - (ii) each item of 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.

Paragraph 139A is added as follows:

- 139A** HKAS 27 (as amended in 2008) amended paragraph 106. An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendment shall be applied for that earlier period. The amendment shall be applied retrospectively.

Appendix

Amendments resulting from other Basis for Conclusions

The following sets out amendments required for this Basis for Conclusions resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Basis for Conclusions and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC 4(e) and the heading above paragraph BC 59 are footnoted as follows:

In January 2008 the IASB issued an amended IAS 27 *Consolidated and Separate Financial Statements*, which amended 'minority interest' to 'non-controlling interests'.

Appendix

Amendments resulting from other Implementation Guidance

The following sets out amendments required for this Guidance resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Guidance and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to 'minority interests' are amended to 'non-controlling interests' in paragraphs IG 6 and IG 10.

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraph 20(b).

In the rubric, the first sentence is amended as follows:

Hong Kong Accounting Standard 7 *Statement of Cash Flows* (HKAS 7) is set out in paragraphs 1—53 1 – 54. All the paragraphs ...

The heading above paragraph 39 and paragraphs 39 – 42 are amended as follows:

Changes in ownership interests in ~~Acquisitions and disposals of subsidiaries and other businesses~~ units

- 39** The aggregate cash flows arising from obtaining or losing control ~~acquisitions and from disposals~~ of subsidiaries or other businesses units shall be presented separately and classified as investing activities.
- 40** An entity shall disclose, in aggregate, in respect of both obtaining and losing control ~~acquisitions and disposals~~ of subsidiaries or other businesses units during the period each of the following:
- (a) the total ~~purchase or disposal~~ consideration paid or received;
 - (b) the portion of the ~~purchase or disposal~~ consideration discharged by means consisting of cash and cash equivalents;
 - (c) the amount of cash and cash equivalents in the ~~subsidiaries or other businesses unit acquired or disposed of~~ over which control is obtained or lost; and
 - (d) the amount of the assets and liabilities other than cash or cash equivalents in the ~~subsidiaries or other businesses unit acquired or disposed of~~ over which control is obtained or lost, summarised by each major category.
- 41** The separate presentation of the cash flow effects of ~~acquisitions and disposals~~ obtaining or losing control of subsidiaries ~~and or~~ other businesses units as single line items, together with the separate disclosure of the amounts of assets and liabilities acquired or disposed of, helps to distinguish those cash flows from the cash flows arising from the other operating, investing and financing activities. The cash flow effects of ~~disposals~~ losing control are not deducted from those of ~~acquisitions~~ obtaining control.
- 42** The aggregate amount of the cash paid or received as ~~purchase or sale~~ consideration for obtaining or losing control of subsidiaries or other businesses is reported in the statement of cash flows net of cash and cash equivalents acquired or disposed of as part of such transactions, events or changes in circumstances.

Paragraphs 42A and 42B are added as follows:

- 42A** Cash flows arising from changes in ownership interests in a subsidiary that do not result in a loss of control shall be classified as cash flows from financing activities.

42B Changes in ownership interests in a subsidiary that do not result in a loss of control, such as the subsequent purchase or sale by a parent of a subsidiary's equity instruments, are accounted for as equity transactions (see HKAS 27 *Consolidated and Separate Financial Statements* (as amended in 2008)). Accordingly, the resulting cash flows are classified in the same way as other transactions with owners described in paragraph 17.

Paragraph 54 is added as follows:

54 HKAS 27 (as amended in 2008) amended paragraphs 39 – 42 and added paragraphs 42A and 42B. An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendments shall be applied for that earlier period. The amendments shall be applied retrospectively.

Note A of Appendix A is amended as follows:

A. Acquisition Obtaining control of subsidiary

During the period the Group ~~acquired~~ obtained control of subsidiary X. The fair values of assets acquired and liabilities assumed were as follows:

Cash	40
Inventories	100
Accounts receivable	100
Property, plant and equipment	650
Trade payables	(100)
Long-term debt	(200)
	<hr/>
Total purchase price <u>paid in cash</u>	590
Less: Cash of <u>subsidiary X acquired</u>	(40)
	<hr/>
Cash <u>paid to obtain control</u> flow on acquisition, net of cash acquired	<u>550</u>

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

In the rubric, the first sentence is amended as follows:

Hong Kong Accounting Standard 12 *Income Taxes* (HKAS 12) is set out in paragraphs 1 – 9295. All the paragraphs ...

The third paragraph of the 'Objective' is amended as follows:

Objective

This Standard ... Similarly, the recognition of deferred tax assets and liabilities in a business combination affects the amount of goodwill arising in that business combination or the amount of the bargain purchase gain recognised any excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

Paragraphs 18, 19, 21 – 22 and 26 are amended as follows:

18 Temporary differences also arise when:

- (a) the cost of a business combination is allocated by recognising the identifiable assets acquired and liabilities assumed in a business combination are recognised at their fair values in accordance with HKFRS 3 *Business Combinations*, but no equivalent adjustment is made for tax purposes (see paragraph 19);
- (b) ...

Business combinations

19 The cost of a business combination is allocated by recognising ~~With limited exceptions,~~ the identifiable assets acquired and liabilities assumed in a business combination are recognised at their fair values at the acquisition date. Temporary differences ...

Goodwill

21 Goodwill arising in a business combination is measured as the excess of (a) over (b) below:

- (a) the aggregate of:
 - (i) the consideration transferred measured in accordance with HKFRS 3, which generally requires acquisition-date fair value;
 - (ii) the amount of any non-controlling interest in the acquiree recognised in accordance with HKFRS 3; and
 - (iii) in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree.
- (b) the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed measured in accordance with HKFRS 3.

~~the cost of the combination over the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. Many taxation authorities ...~~

21A Subsequent reductions in a deferred tax liability that is unrecognised because it arises from the initial recognition of goodwill are also regarded as arising from the initial recognition of goodwill and are therefore not recognised under paragraph 15(a). For example, if goodwill acquired in a business combination an entity recognises goodwill of CU100 has a cost of 100 but that has a tax base of nil, paragraph 15(a) prohibits the entity from recognising the resulting deferred tax liability. If the entity subsequently recognises an impairment loss of CU20 for that goodwill, the amount of the taxable

temporary difference relating to the goodwill is reduced from CU100 to CU80, with a resulting decrease in the value of the unrecognised deferred tax liability. That decrease in the value of the unrecognised deferred tax liability is also regarded as relating to the initial recognition of the goodwill and is therefore prohibited from being recognised under paragraph 15(a).

- 21B Deferred tax liabilities for taxable temporary differences relating to goodwill are, however, recognised to the extent they do not arise from the initial recognition of goodwill. For example, if goodwill acquired in a business combination an entity recognises goodwill of CU100 has a cost of 100 that is deductible for tax purposes at a rate of 20 per cent per year starting in the year of acquisition, the tax base of the goodwill is CU100 on initial recognition and CU80 at the end of the year of acquisition. If the carrying amount of goodwill at the end of the year of acquisition remains unchanged at CU100, a taxable temporary difference of CU20 arises at the end of that year. Because ...

Initial recognition of an asset or liability

- 22 A temporary difference may arise on initial recognition of an asset or liability, for example if part or all of the cost of an asset will not be deductible for tax purposes. The method of accounting for such a temporary difference depends on the nature of the transaction ~~that~~ ~~which~~ led to the initial recognition of the asset or liability:

(a) in a business combination, an entity recognises any deferred tax liability or asset and this affects the amount of goodwill or bargain purchase gain it recognises ~~the amount of any excess over the cost of the combination of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities~~ (see paragraph 19);

(b) ...

- 26 The following are examples of deductible temporary differences ~~that~~ ~~which~~ result in deferred tax assets:

(a) ...

(c) ~~the cost of a business combination is allocated by recognising with limited exceptions, an entity recognises~~ the identifiable assets acquired and liabilities assumed ~~in a business combination~~ at their fair values at the acquisition date. When a liability assumed is recognised at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. A deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base. In both cases, the resulting deferred tax asset affects goodwill (see paragraph 66); and

(d) ...

After paragraph 31 a new heading and paragraph 32A are added as follows:

- 32 [Deleted]

Goodwill

- 32A If the carrying amount of goodwill arising in a business combination is less than its tax base, the difference gives rise to a deferred tax asset. The deferred tax asset arising from the initial recognition of goodwill shall be recognised as part of the accounting for a business combination to the extent that it is probable that taxable profit will be available against which the deductible temporary difference could be utilised.

Paragraphs 66 – 68 are amended as follows:

Deferred tax arising from a business combination

66 As explained in paragraphs 19 and 26(c), temporary differences may arise in a business combination. In accordance with HKFRS 3 ~~Business Combinations~~, an entity recognises any resulting deferred tax assets (to the extent that they meet the recognition criteria in paragraph 24) or deferred tax liabilities as identifiable assets and liabilities at the acquisition date. Consequently, those deferred tax assets and deferred tax liabilities affect the amount of goodwill or the bargain purchase gain the entity recognises the amount of any excess of the acquirer's interest in the net fair value of the acquirer's identifiable assets, liabilities and contingent liabilities over the cost of the combination. However, in accordance with paragraph 15(a), an entity does not recognise deferred tax liabilities arising from the initial recognition of goodwill.

67 As a result of a business combination, the probability of realising a pre-acquisition deferred tax asset of the acquirer could change. An acquirer may consider it probable that it will recover its own deferred tax asset that was not recognised before the business combination. For example, the acquirer may be able to utilise the benefit of its unused tax losses against the future taxable profit of the acquiree. Alternatively, as a result of the business combination it might no longer be probable that future taxable profit will allow the deferred tax asset to be recovered. In such cases, the acquirer recognises a change in the deferred tax asset in the period of the business combination deferred tax asset, but does not include it as part of the accounting for the business combination, ~~and therefore~~ Therefore, the acquirer does not take it into account in determining measuring the goodwill or bargain purchase gain it recognises in the business combination. the amount of any excess of the acquirer's interest in the net fair value of the acquirer's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

68 ~~If~~ The potential benefit of the acquiree's income tax loss carryforwards or other deferred tax assets did might not satisfy the criteria in HKFRS 3 for separate recognition when a business combination is initially accounted for but is might be subsequently realised subsequently. ~~, the acquirer shall recognise the resulting deferred tax income in profit or loss. In addition, the acquirer shall:~~

- ~~(a) reduce the carrying amount of goodwill to the amount that would have been recognised if the deferred tax asset had been recognised as an identifiable asset from the acquisition date; and~~
- ~~(b) recognises the reduction in the carrying amount of goodwill as an expense.~~

~~However, this procedure shall not result in the creation of an excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination, nor shall it increase the amount previously recognised for any such excess. An entity shall recognise acquired deferred tax benefits that it realises after the business combination as follows:~~

- ~~(a) Acquired deferred tax benefits recognised within the measurement period that result from new information about facts and circumstances that existed at the acquisition date shall be applied to reduce the carrying amount of any goodwill related to that acquisition. If the carrying amount of that goodwill is zero, any remaining deferred tax benefits shall be recognised in profit or loss.~~
- ~~(b) All other acquired deferred tax benefits realised shall be recognised in profit or loss (or, if this Standard so requires, outside profit or loss).~~

The example following paragraph 68 is deleted.

Paragraph 81 is amended as follows:

81 The following shall also be disclosed separately:

- (a) ...**

- (h) in respect of discontinued operations, the tax expense relating to:**
- (i) the gain or loss on discontinuance; and**
 - (ii) the profit or loss from the ordinary activities of the discontinued operation for the period, together with the corresponding amounts for each prior period presented; and**
- (i) the amount of income tax consequences of dividends to shareholders of the entity that were proposed or declared before the financial statements were authorised for issue, but are not recognised as a liability in the financial statements;**
- (j) if a business combination in which the entity is the acquirer causes a change in the amount recognised for its pre-acquisition deferred tax asset (see paragraph 67), the amount of that change; and**
- (k) if the deferred tax benefits acquired in a business combination are not recognised at the acquisition date but are recognised after the acquisition date (see paragraph 68), a description of the event or change in circumstances that caused the deferred tax benefits to be recognised.**

Paragraphs 93 – 95 are added as follows:

- 93 Paragraph 68 shall be applied prospectively from the effective date of HKFRS 3 (as revised in 2008) to the recognition of deferred tax assets acquired in business combinations.**
- 94 Therefore, entities shall not adjust the accounting for prior business combinations if tax benefits failed to satisfy the criteria for separate recognition as of the acquisition date and are recognised after the acquisition date, unless the benefits are recognised within the measurement period and result from new information about facts and circumstances that existed at the acquisition date. Other tax benefits recognised shall be recognised in profit or loss (or, if this Standard so requires, outside profit or loss).
- 95 HKFRS 3 (as revised in 2008) amended paragraphs 21 and 67 and added paragraphs 32A and 81(j) and (k). An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendments shall also be applied for that earlier period.**

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Appendices A and B are amended as described below.

In Appendix A, paragraph 12 of section A is amended as follows:

- 12 The carrying amount of an asset is increased to fair value in a business combination and no equivalent adjustment is made for tax purposes. *(Note that on initial recognition, the resulting deferred tax liability increases goodwill or decreases the amount of any bargain purchase gain recognised excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination. See paragraph 66 of the Standard).*

In Appendix A, paragraph 9 of section B is amended as follows:

- 9 A liability is recognised at its fair value in a business combination, but none of the related expense is deducted in determining taxable profit until a later period. *(Note that the resulting deferred tax asset decreases goodwill or increases the amount of any bargain purchase gain recognised excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination. See paragraph 66 of the Standard).*

In Appendix B, Example 3 is amended as follows:

Example 3 – Business combinations

...	Cost of Amounts recognised at acquisition	Tax base	Temporary differences
Property, plant and equipment	270	155	115
Accounts receivable	210	210	-
Inventory	174	124	50
Retirement benefit obligations	(30)	-	(30)
Accounts payable	(120)	(120)	-
Fair value of the identifiable assets acquired and liabilities assumed, excluding deferred tax	504	369	135

...

In Appendix B, Example 6 is added as follows:

Example 6 – Replacement awards in a business combination

On 1 January 20X1 Entity A acquired 100 per cent of Entity B. Entity A pays cash consideration of CU400 to the former owners of Entity B.

At the acquisition date Entity B had outstanding employee share options with a market-based measure of CU100. The share options were fully vested. As part of the business combination Entity B's outstanding share options are replaced by share options of Entity A (replacement awards) with a market-based measure of CU100 and an intrinsic value of CU80. The replacement awards are fully vested. In accordance with paragraphs B56 – B62 of HKFRS 3 *Business Combinations* (as revised in 2008), the replacement awards are part of the consideration transferred for Entity B. A tax deduction for the replacement awards will not arise until the options are exercised. The tax deduction will be based on the share options' intrinsic value at that date. Entity A's tax rate is 40 per cent. Entity A recognises a deferred tax asset of CU32 (CU80 intrinsic value × 40%) on the replacement awards at the acquisition date.

Entity A measures the identifiable net assets obtained in the business combination (excluding deferred tax assets and liabilities) at CU450. The tax base of the identifiable net assets obtained is CU300. Entity A recognises a deferred tax liability of CU60 $((\text{CU}450 - \text{CU}300) \times 40\%)$ on the identifiable net assets at the acquisition date.

Goodwill is calculated as follows:

	CU
Cash consideration	400
Market-based measure of replacement awards	100
Total consideration transferred	500
Identifiable net assets, excluding deferred tax assets and liabilities	(450)
Deferred tax asset	(32)
Deferred tax liability	60
Goodwill	78

Reductions in the carrying amount of goodwill are not deductible for tax purposes. In accordance with paragraph 15(a) of the Standard, Entity A recognises no deferred tax liability for the taxable temporary difference associated with the goodwill recognised in the business combination.

The accounting entry for the business combination is as follows:

	CU	CU
Dr Goodwill	78	
Dr Identifiable net assets	450	
Dr Deferred tax asset	32	
Cr Cash		400
Cr Equity (replacement awards)		100
Cr Deferred tax liability		60

On 31 December 20X1 the intrinsic value of the replacement awards is CU120. Entity A recognises a deferred tax asset of CU48 $(\text{CU}120 \times 40\%)$. Entity A recognises deferred tax income of CU16 $(\text{CU}48 - \text{CU}32)$ from the increase in the intrinsic value of the replacement awards. The accounting entry is as follows:

	CU	CU
Dr Deferred tax asset	16	
Cr Deferred tax income		16

If the replacement awards had not been tax deductible under current tax law, Entity A would not have recognised a deferred tax asset on the acquisition date. Entity A would have accounted for any subsequent events that result in a tax deduction related to the replacement award in the deferred tax income or expense of the period in which the subsequent event occurred.

Paragraphs B56 – B62 of HKFRS 3 provide guidance on determining which portion of a replacement award is part of the consideration transferred in a business combination and which portion is attributable to future service and thus a post-combination remuneration expense. Deferred tax assets and liabilities on replacement awards that are post-combination expenses are accounted for in accordance with the general principles as illustrated in Example 5.

**HKAS 27 *Consolidated and Separate Financial Statements*
(issued in March 2008) - effective for annual periods
beginning on or after 1 July 2009**

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraph 16.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 44 is amended as follows:

- 44 An entity allocates the amount initially recognised in respect of an item of property, plant and equipment to its significant parts and depreciates separately each such part. For example, it may be appropriate to depreciate separately the airframe and engines of an aircraft, whether owned or subject to a finance lease. Similarly, if an entity acquires property, plant and equipment subject to an operating lease in which it is the lessor, it may be appropriate to depreciate separately amounts reflected in the cost of that item that are attributable to favourable or unfavourable lease terms relative to market terms.

Paragraph 81C is added as follows:

- 81C HKFRS 3 *Business Combinations* (as revised in 2008) amended paragraph 44. An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendment shall also be applied for that earlier period.**

WITHDRAWAL OF OTHER PRONOUNCEMENTS**61-62****APPENDICES:****A** Comparison with International Accounting Standards**B** Amendments to Other Pronouncements**C** **Amendments resulting from other HKFRSs****BASIS FOR CONCLUSIONS****Amendments resulting from other Basis for Conclusions**

Hong Kong Accounting Standard 21 *The Effects of Changes in Foreign Exchange Rates* (HKAS 21) is set out in paragraphs 1-62 and ~~the~~ **Appendices B and C**. All the paragraphs have equal authority. HKAS 21 should be read in the context of its objective and the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

Appendix A

Comparison with International Accounting Standards

This comparison appendix, which was prepared as at 9 March 2004 and deals only with significant differences in the standards extant, is produced for information only and does not form part of the standards in HKAS 21.

The International Accounting Standard comparable with HKAS 21 is IAS 21 *The Effects of Changes in Foreign Exchange Rates*.

There are no major textual differences between HKAS 21 and IAS 21.

Appendix B

Amendments to Other Pronouncements

The amendments in this appendix shall be applied for annual periods beginning on or after 1 January 2005. If an entity applies this Standard for an earlier period, these amendments shall be applied for that earlier period.

* * *

The amendments contained in this appendix when this Standard was issued have been incorporated into the relevant Standards.

As explained in the introduction to this Standard, the accounting standard and paragraph references that appear below may differ from those found in the existing SSAPs as they have taken into account the changes to be made to the name, number, paragraph numbering as well as appendix referencing of the existing SSAPs in order to conform to those of the equivalent IASs.

A1. In HKAS 7 *Cash Flow Statements*, paragraphs 25 and 26 are amended to read as follows:

25. Cash flows arising from transactions in a foreign currency shall be recorded in an entity's functional currency by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the cash flow.

26. The cash flows of a foreign subsidiary shall be translated at the exchange rates between the functional currency and the foreign currency at the dates of the cash flows.

A2. In HKAS 12 *Income Taxes*, paragraphs 41 and 62 are amended to read as follows:

41. The non-monetary assets and liabilities of an entity are measured in its functional currency (see HKAS 21 *The Effect of Changes in Foreign Exchange Rates*). If the entity's taxable profit or tax loss (and, hence, the tax base of its non-monetary assets and liabilities) is determined in a different currency, changes in the exchange rate give rise to temporary differences that result in a recognised deferred tax liability or (subject to paragraph 24) asset. The resulting deferred tax is charged or credited to profit or loss (see paragraph 58).

62. Hong Kong Financial Reporting Standards require or permit certain items to be credited or charged directly to equity. Examples of such items are:

...

(c) exchange differences arising on the translation of the financial statements of a foreign operation (see HKAS 21 *The Effects of Changes in Foreign Exchange Rates*); and

...

A3. [Not used]

Appendix C

Amendments resulting from other HKFRSs

The following sets out amendments required for this Standard resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Standard and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 1 Presentation of Financial Statements (issued in December 2007) - effective for annual periods beginning on or after 1 January 2009

In paragraph 7, '... a cash flow statement of cash flows arising ...' is amended to '... a statement of cash flows of the cash flows arising...'.
 ... a statement of cash flows of the cash flows arising...'

In the heading above paragraph 23, 'Reporting at subsequent balance sheet dates' is amended to 'Reporting at the ends of subsequent reporting periods'.

In paragraph 27, 'reported initially in equity' is amended to 'recognised initially in other comprehensive income'.

In paragraphs 30 and 31, 'recognised directly in equity' and 'recognised in equity' are amended to 'recognised in other comprehensive income'.

In paragraph 32, 'recognised initially in a separate component of equity and recognised in profit or loss' is amended to 'recognised initially in other comprehensive income and reclassified from equity to profit or loss'.

In paragraph 33, 'reclassified to the separate component of equity' is amended to 'recognised in other comprehensive income'.

Paragraph 37 is amended as follows:

37 The effect ... Exchange differences arising from the translation of a foreign operation previously ~~classified in equity~~ recognised in other comprehensive income in accordance with paragraphs 32 and 39(c) are not ~~recognised in~~ reclassified from equity to profit or loss until the disposal of the operation.

In paragraph 39(a), 'at the closing rate at the date of that balance sheet' is amended to 'at the closing rate at the date of that statement of financial position'.

In paragraph 39(b), 'each income statement' is amended to 'each statement of comprehensive income or separate income statement presented'.

In paragraph 39(c), 'as a separate component of equity' is amended to 'in other comprehensive income'.

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraph 41.

The heading before paragraph 48 and paragraph 49 are amended and paragraphs 48A – 48D are added as follows:

Disposal or partial disposal of a foreign operation

48 ...

48A In addition to the disposal of an entity's entire interest in a foreign operation, the following are accounted for as disposals even if the entity retains an interest in the former subsidiary, associate or jointly controlled entity:

- (a) the loss of control of a subsidiary that includes a foreign operation;
- (b) the loss of significant influence over an associate that includes a foreign operation; and
- (c) the loss of joint control over a jointly controlled entity that includes a foreign operation.

48B On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the non-controlling interests shall be derecognised, but shall not be reclassified to profit or loss.

48C On the partial disposal of a subsidiary that includes a foreign operation, the entity shall re-attribute the proportionate share of the cumulative amount of the exchange differences recognised in other comprehensive income to the non-controlling interests in that foreign operation. In any other partial disposal of a foreign operation the entity shall reclassify to profit or loss only the proportionate share of the cumulative amount of the exchange differences recognised in other comprehensive income.

48D A partial disposal of an entity's interest in a foreign operation is any reduction in an entity's ownership interest in a foreign operation, except those reductions in paragraph 48A that are accounted for as disposals.

49 An entity may dispose or partially dispose of its interest in a foreign operation through sale, liquidation, repayment of share capital or abandonment of all, or part of, that entity. The payment of a dividend is part of a disposal only when it constitutes a return of the investment, for example when the dividend is paid out of pre-acquisition profits. ~~In the case of a partial disposal, only the proportionate share of the related accumulated exchange difference is included in the gain or loss.~~ A write-down of the carrying amount of a foreign operation, either because of its own losses or

because of an impairment recognised by the investor, does not constitute a partial disposal. Accordingly, no part of the ~~deferred~~ foreign exchange gain or loss is recognised in other comprehensive income is reclassified to profit or loss at the time of a write-down.

Paragraph 60B is added as follows:

60B **HKAS 27 (as amended in 2008) added paragraphs 48A – 48D and amended paragraph 49. An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendments shall be applied for that earlier period.**

**HKAS 27 *Consolidated and Separate Financial Statements*
(issued in March 2008) - effective for annual periods
beginning on or after 1 July 2009**

A new heading and paragraphs BC33 and BC34 are added after paragraph BC32 as follows:

Disposal or partial disposal of a foreign operation*

BC33 In the second phase of the business combinations project the Board decided that the loss of control, significant influence or joint control of an entity is accounted for as a disposal for the purposes of IAS 21. Accordingly, a former parent accounts for the loss of control over a subsidiary as a disposal of the subsidiary, even if the former subsidiary becomes an associate or jointly controlled entity of the former parent. Similarly an investor accounts for the loss of significant influence over an associate or the loss of joint control over a jointly controlled entity as a disposal. The Board decided that the change in the nature of the investment is a significant economic event.

BC34 The Board also decided in the second phase of the business combinations project that:

- (a) changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (ie transactions with owners in their capacity as owners);
- (b) if a parent loses control of a subsidiary, the parent reclassifies from equity to profit or loss (as a reclassification adjustment) the parent's share of the exchange differences recognised in other comprehensive income relating to a foreign operation in that subsidiary; and
- (c) if an investor loses significant influence over an associate or loses joint control over a jointly controlled entity, the investor reclassifies from equity to profit or loss (as a reclassification adjustment) the exchange differences recognised in other comprehensive income relating to a foreign operation in that associate or jointly controlled entity.

The amendments in paragraphs 48A – 49 of the Standard reflect those decisions for the disposal or partial disposal of a foreign operation.

*This heading and paragraphs BC33 and BC34 were added as a consequence of amendments to IAS 27 *Consolidated and Separate Financial Statements* made as part of the second phase of the business combinations project in 2008.

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Hong Kong Accounting Standard 28 *Investments in Associates* (HKAS 28) is set out in paragraphs 1-43 and the ~~the~~ Appendices B and C. All the paragraphs have equal authority. HKAS 28 should be read in the context of the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

Appendix A

Comparison with International Accounting Standards

This comparison appendix, which was prepared as at 9 March 2004 and deals only with significant differences in the standards extant, is produced for information only and does not form part of the standards in HKAS 28.

The International Accounting Standard comparable with HKAS 28 is IAS 28 *Investments in Associates*.

There are no major textual differences between HKAS 28 and IAS 28.

Appendix B

Amendments to Other Pronouncements

The amendments in this appendix shall be applied for annual periods beginning on or after 1 January 2005. If an entity applies this Standard for an earlier period, these amendments shall be applied for that earlier period.

* * *

The amendments contained in this appendix when this Standard was issued have been incorporated into the relevant Standards.

As explained in the introduction to this Standard, the accounting standard and paragraph references that appear below may differ from those found in the existing SSAPs as they have taken into account the changes to be made to the name, number, paragraph numbering as well as appendix referencing of the existing SSAPs in order to conform to those of the equivalent IASs.

A1. In Hong Kong Financial Reporting Standards, including Hong Kong Accounting Standards and Interpretations, applicable at December 2003, references to the current version of SSAP 10 *Accounting for Investments in Associates* are amended to HKAS 28 *Investments in Associates*.

Appendix C

Amendments resulting from other HKFRSs

The following sets out amendments required for this Standard resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Standard and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 1 *Presentation of Financial Statements* (issued in December 2007) - effective for annual periods beginning on or after 1 January 2009

Paragraphs 11, 24, 25, 37(e) and 39 are amended as follows:

- 11 Under the equity method ... Adjustments to the carrying amount may also be necessary for changes in the investor's proportionate interest in the investee arising from changes in the investee's other comprehensive income ~~equity~~ ~~that have not been recognised in the investee's profit or loss~~. Such changes include those arising from the revaluation of property, plant and equipment and from foreign exchange translation differences. The investor's share of those changes is recognised directly in equity in other comprehensive income of the investor (see *HKAS 1 Presentation of Financial Statements* (as revised in 2007)).
- 24 ~~The most recent ... When the reporting dates end of the reporting period of the investor and is different from that of the associate are different, the associate prepares, for the use of the investor, financial statements as of the same date as the financial statements of the investor unless it is impracticable to do so.~~
- 25 When ... the financial statements of an associate used in applying the equity method are prepared as of a different ~~reporting date~~ from that of the investor ... In any case, the difference between the reporting date end of the reporting period of the associate and that of the investor shall be no more than three months. The length of the reporting periods and any difference between in the reporting dates ends of the reporting periods shall be the same from period to period.
- 37 The following disclosures ...
- (e) the end of the reporting period reporting date of the financial statements of an associate, when such financial statements are used in applying the equity method and are as of a reporting date or for a period that is different from that of the investor, and the reason for using a different reporting date or different period;

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 23 is amended as follows:

- 23 An investment in an associate is accounted for using the equity method from the date on which it becomes an associate. On acquisition of the investment any difference between the cost of the investment and the investor's share of the net fair value of the associate's identifiable assets, and liabilities and contingent liabilities is accounted for as follows: in accordance with HKFRS 3 *Business Combinations*. Therefore:
- (a) goodwill relating to an associate is included in the carrying amount of the investment. ~~However, a~~ mortisation of that goodwill is not permitted and is therefore not included in the determination of the investor's share of the associate's profits or losses.
 - (b) any excess of the investor's share of the net fair value of the associate's identifiable assets, and liabilities and contingent liabilities over the cost of the investment is ~~excluded from the carrying amount of the investment and is instead~~ included as income in the determination of the investor's share of the associate's profit or loss in the period in which the investment is acquired.

Appropriate...

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraphs 18 and 19 are amended as follows:

- 18 An investor shall discontinue the use of the equity method from the date that when it ceases to have significant influence over an associate and shall account for the investment in accordance with HKAS 39 from that date, provided the associate does not become a subsidiary or a joint venture as defined in HKAS 31. On the loss of significant influence, the investor shall measure at fair value any investment the investor retains in the former associate. The investor shall recognise in profit or loss any difference between:
- (a) the fair value of any retained investment and any proceeds from disposing of the part interest in the associate; and
 - (b) the carrying amount of the investment at the date when significant influence is lost.

- 19** **When an investment ceases to be an associate and is accounted for in accordance with HKAS 39, ~~The carrying amount~~ fair value of the investment at the date ~~that~~ when it ceases to be an associate shall be regarded as its ~~cost~~ fair value on initial ~~measurement~~ recognition as a financial asset in accordance with HKAS 39.**

Paragraph 19A is added as follows:

- 19A** If an investor loses significant influence over an associate, the investor shall account for all amounts recognised in other comprehensive income in relation to that associate on the same basis as would be required if the associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by an associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the investor reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over the associate. For example, if an associate has available-for-sale financial assets and the investor loses significant influence over the associate, the investor shall reclassify to profit or loss the gain or loss previously recognised in other comprehensive income in relation to those assets. If an investor's ownership interest in an associate is reduced, but the investment continues to be an associate, the investor shall reclassify to profit or loss only a proportionate amount of the gain or loss previously recognised in other comprehensive income.

Paragraph 35 is amended as follows:

- 35.** **An investment in an associate shall be accounted for in the investor's separate financial statements in accordance with paragraphs ~~37-42~~~~38-43~~ of HKAS 27.**

Paragraph 41B is added as follows:

- 41B** **HKAS 27 (as amended in 2008) amended paragraphs 18, 19 and 35 and added paragraph 19A. An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendments shall be applied for that earlier period.**

Appendix

Amendments resulting from other Basis for Conclusions

The following sets out amendments required for this Basis for Conclusions resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Basis for Conclusions and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

A new heading and paragraph BC21 are added after paragraph BC20 as follows:

Loss of significant influence over an associate*

BC21 In the second phase of the Board's project on business combinations, the Board observed that the loss of control of an entity and the loss of significant influence over an entity are economically similar events; thus they should be accounted for similarly. The loss of significant influence is an economic event that changes the nature of the investment. The Board concluded that the accounting guidance on the loss of control of a subsidiary should be extended to events, transactions or other changes in circumstances in which an investor loses significant influence over an investee. Thus, when an investor loses significant influence over an associate, the investor measures any retained investment at fair value. Any difference between the carrying amount of the associate when significant influence is lost, the disposal proceeds (if any) and the fair value of any retained interest is recognised in profit or loss.

*This heading and paragraph BC21 were added as a consequence of amendments to IAS 27 *Consolidated and Separate Financial Statements* made as part of the second phase of the business combinations project in 2008.

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Hong Kong Accounting Standard 31 *Interests in Joint Ventures* (HKAS 31) is set out in paragraphs 1-59 and the Appendices B and C. All the paragraphs have equal authority. HKAS 31 shall be read in the context of the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

Appendix A

Comparison with International Accounting Standards

This comparison appendix, which as prepared as at December 2004 and deals only with significant differences in the standards extant, is produced for information only and does not form part of the standards in HKAS 31.

The International Accounting Standards comparable with HKAS 31 is IAS 31 *Interests in Joint Ventures*.

There are no major textual differences between HKAS 31 and IAS 31.

Appendix B

Amendments to Other Pronouncements

The amendments in this appendix become effective for annual periods beginning on or after 1 January 2005. If an entity applies this Standard for an earlier period, these amendments become effective for that earlier period.

* * *

The amendments contained in this appendix when this Standard was issued have been incorporated into the relevant Standards.

As explained in the introduction to this Standard, the accounting standard and paragraph references that appear below may differ from those found in the existing SSAPs as they have taken into account the changes to be made to the name, number, paragraph numbering as well as appendix referencing of the existing SSAPs in order to conform to those of the equivalent IASs.

~~A1. [Not used]~~

~~A2. [Not used]~~

~~A3. In International Financial Reporting Standards, including Hong Kong Accounting Standards and Interpretations, applicable at December 2003, references to the current version of SSAP 21 *Accounting for Interests in Joint Ventures* are amended to HKAS 31 *Interests in Joint Ventures*.~~

Appendix C

Amendments resulting from other HKFRSs

The following sets out amendments required for this Standard resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Standard and this appendix will be deleted. In amended paragraphs, deleted text is struck through and new text is underlined.

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 45 is amended as follows:

- 45** When an investor ceases to have joint control over an entity, it shall account for any remaining investment in accordance with HKAS 39 from that date, provided that the former jointly controlled entity does not become a subsidiary or associate. From the date ~~on which~~ when a jointly controlled entity becomes a subsidiary of an investor ~~venturer~~, the investor ~~venturer~~ shall account for its interest in accordance with HKAS 27 and HKFRS 3 *Business Combinations* (as revised in 2008). From the date ~~on which~~ when a jointly controlled entity becomes an associate of an investor ~~venturer~~, the ~~venturer~~ investor shall account for its interest in accordance with HKAS 28. On the loss of joint control, the investor shall measure at fair value any investment the investor retains in the former jointly controlled entity. The investor shall recognise in profit or loss any difference between:
- (a) the fair value of any retained investment and any proceeds from disposing of the part interest in the jointly controlled entity; and
 - (b) the carrying amount of the investment at the date when joint control is lost.

Paragraphs 45A and 45B are added as follows:

- 45A** When an investment ceases to be a jointly controlled entity and is accounted for in accordance with HKAS 39, the fair value of the investment when it ceases to be a jointly controlled entity shall be regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39.
- 45B** If an investor loses joint control of an entity, the investor shall account for all amounts recognised in other comprehensive income in relation to that entity on the same basis as would be required if the jointly controlled entity had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income would be reclassified to profit or loss on the disposal of the related assets or liabilities, the investor reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the investor loses joint control of the entity. For example, if a jointly controlled entity has available-for-sale financial assets and the investor loses joint control of the entity, the investor shall reclassify to profit or loss the gain or loss previously recognised in other comprehensive income in relation to those assets. If an investor's ownership interest in a jointly controlled entity is reduced, but the investment continues to be a jointly controlled entity, the investor shall reclassify to profit or loss only a proportionate amount of the gain or loss previously recognised in other comprehensive income.

Paragraph 46 is amended as follows:

An interest in a jointly controlled entity shall be accounted for in a venturer's separate financial statements in accordance with paragraphs ~~37–42~~38–43 of HKAS 27.

A new paragraph 58A is inserted, and paragraph 58A is renumbered 58B as follows:

58A HKAS 27 (as amended in 2008) amended paragraphs 45-46 and added paragraphs 45A and 45B. An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendments shall be applied for that earlier period.

Appendix

Amendments resulting from other Basis for Conclusions

The following sets out amendments required for this Basis for Conclusions resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Basis for Conclusions and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

A new heading and paragraph BC16 are added after paragraph BC15 as follows:

Loss of joint control over a jointly controlled entity*

BC16 In the second phase of the Board's project on business combinations, the Board observed that the loss of control of an investee and the loss of joint control of an investee are economically similar events; thus they should be accounted for similarly. The loss of joint control represents an economic event that changes the nature of the investment. The Board concluded that the accounting guidance on the loss of control of a subsidiary should be extended to events, transactions or other changes in circumstances in which an investor loses joint control of an investee. Thus, when an investor loses joint control of an investee, the investor measures any retained investment at fair value. Any difference between the carrying amount of the jointly controlled entity when joint control is lost, the disposal proceeds (if any) and the fair value of any retained interest is recognised in profit or loss.

*This heading and paragraph BC16 were added as a consequence of amendments to IAS 27 *Consolidated and Separate Financial Statements* made as part of the second phase of the business combinations project in 2008.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 4(c) is deleted.

Paragraph 97B is added as follows:

97B HKFRS 3 (as revised in 2008) deleted paragraph 4(c). An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendment shall also be applied for that earlier period.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraph AG29.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in February 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC49(h) 'minority interest' is footnoted as follows:

In January 2008 the IASB issued an amended IAS 27 *Consolidated and Separate Financial Statements*, which amended 'minority interest' to 'non-controlling interests'.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 22 is amended as follows:

- 22 Ordinary shares issued as part of the ~~cost of consideration transferred in a~~ business combination are included in the weighted average number of shares from the acquisition date. This is because the acquirer incorporates into its statement of comprehensive income the acquiree's profits and losses from that date.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraph A1.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

In the rubric the first sentence is amended as follows:

Hong Kong Accounting Standard 34 *Interim Financial Reporting* (HKAS 34) is set out in paragraphs 1 - 4748. All the paragraphs...

Paragraph 16(i) is amended as follows:

- (i) **the effect of changes in the composition of the entity during the interim period, including business combinations, ~~obtaining or losing control acquisition or disposal~~ of subsidiaries and long-term investments, restructurings, and discontinued operations. In the case of business combinations, the entity shall disclose the information required to be disclosed under ~~by paragraphs 66 – 73~~ of HKFRS 3 *Business Combinations*; and**

Paragraph 48 is added as follows:

- 48 HKFRS 3 (as revised in 2008) amended paragraph 16(i). An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendment shall also be applied for that earlier period.**

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ILLUSTRATIVE EXAMPLES**TABLE OF CONCORDANCE**

Hong Kong Accounting Standard 36 *Impairment of Assets* (HKAS 36) is set out in paragraphs 1-141 and Appendices A ~~and B~~ - D. All the paragraphs have equal authority but retain the IASC format of the Standard when it was adopted by the IASB. HKAS 36 should be read in the context of its objective and the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Framework for the Preparation and Presentation of Financial Statements*. HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* provides a basis for selecting and applying accounting policies in the absence of explicit guidance.

Appendix C

Impairment testing cash-generating units with goodwill and non-controlling interests (Effective for annual periods beginning on or after 1 July 2009)

This appendix is an integral part of the Standard.

- C1 In accordance with HKFRS 3 (as revised in 2008), the acquirer measures and recognises goodwill as of the acquisition date as the excess of (a) over (b) below:
- (a) the aggregate of:
 - (i) the consideration transferred measured in accordance with HKFRS 3, which generally requires acquisition-date fair value;
 - (ii) the amount of any non-controlling interest in the acquiree measured in accordance with HKFRS 3; and
 - (iii) in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree.
 - (b) the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed measured in accordance with HKFRS 3.

Allocation of goodwill

- C2 Paragraph 80 of this Standard requires goodwill acquired in a business combination to be allocated to each of the acquirer's cash-generating units, or groups of cash-generating units, expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units, or groups of units. It is possible that some of the synergies resulting from a business combination will be allocated to a cash-generating unit in which the non-controlling interest does not have an interest.

Testing for impairment

- C3 Testing for impairment involves comparing the recoverable amount of a cash-generating unit with the carrying amount of the cash-generating unit.
- C4 If an entity measures non-controlling interests as its proportionate interest in the net identifiable assets of a subsidiary at the acquisition date, rather than at fair value, goodwill attributable to non-controlling interests is included in the recoverable amount of the related cash-generating unit but is not recognised in the parent's consolidated financial statements. As a consequence, an entity shall gross up the carrying amount of goodwill allocated to the unit to include the goodwill attributable to the non-controlling interest. This adjusted carrying amount is then compared with the recoverable amount of the unit to determine whether the cash-generating unit is impaired.

Allocating an impairment loss

- C5 Paragraph 104 requires any identified impairment loss to be allocated first to reduce the carrying amount of goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit.
- C6 If a subsidiary, or part of a subsidiary, with a non-controlling interest is itself a cash-generating unit, the impairment loss is allocated between the parent and the non-controlling interest on the same basis as that on which profit or loss is allocated.
- C7 If a subsidiary, or part of a subsidiary, with a non-controlling interest is part of a larger cash-generating unit, goodwill impairment losses are allocated to the parts of the cash-generating unit that have a non-controlling interest and the parts that do not. The impairment losses should be allocated to the parts of the cash-generating unit on the basis of:
- (a) to the extent that the impairment relates to goodwill in the cash-generating unit, the relative carrying values of the goodwill of the parts before the impairment; and
 - (b) to the extent that the impairment relates to identifiable assets in the cash-generating unit, the relative carrying values of the net identifiable assets of the parts before the impairment. Any such impairment is allocated to the assets of the parts of each unit pro rata on the basis of the carrying amount of each asset in the part.
- In those parts that have a non-controlling interest, the impairment loss is allocated between the parent and the non-controlling interest on the same basis as that on which profit or loss is allocated.
- C8 If an impairment loss attributable to a non-controlling interest relates to goodwill that is not recognised in the parent's consolidated financial statements (see paragraph C4), that impairment is not recognised as a goodwill impairment loss. In such cases, only the impairment loss relating to the goodwill that is allocated to the parent is recognised as a goodwill impairment loss.
- C9 Illustrative Example 7 illustrates the impairment testing of a non-wholly-owned cash-generating unit with goodwill.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

In the rubric, the first sentence is amended as follows:

Hong Kong Accounting Standard 36 *Impairment of Assets* (HKAS 36) is set out in paragraphs 1 – 141 and Appendices A – C, and ~~BE~~. All the paragraphs ...

Paragraphs IN2 – IN4 are amended as follows:

IN2 Pursuant with its convergence policy, the Hong Kong Institute of Certified Public Accountants ("HKICPA") issues HKAS 36 as part of its project on business combinations to converge with the International Accounting Standard Board ("the Board")'s project on business combinations. The project's objective ~~is~~was to improve the quality of the accounting for business combinations and the subsequent accounting for goodwill and intangible assets acquired in business combinations.

IN3 The project ~~had~~has two phases. The first phase resulted in the HKICPA issuing simultaneously in 2004 HKFRS 3 *Business Combinations* and HKAS 36 and HKAS 38 *Intangible Assets* to converge with IFRS 3 and revised versions of IAS 36 and IAS 38 issued by the Board. The first phase of the project focused primarily on the following issues:

(a) ...

IN4 The second phase of the project resulted in the HKICPA issuing simultaneously in 2008 a revised HKFRS 3 and amendments to HKAS 27 *Consolidated and Separate Financial Statements* to converge with a revised IFRS 3 and amendments to IAS 27 issued by the Board. ~~Therefore,~~†The HKICPA's intention while issuing HKAS 36 was to reflect only those changes resulting from the Business Combinations project, and *not* to reconsider all of the previous requirements in SSAP 31. The changes are primarily concerned with the impairment test for goodwill.

In paragraph 6, the definition of the agreement date is deleted.

Paragraph 65 is amended as follows:

65 Paragraphs 66 – 108 and Appendix C set out the requirements for identifying the cash-generating unit to which an asset belongs and determining the carrying amount of, and recognising impairment losses for, cash-generating units and goodwill.

Paragraphs 81 and 85 are amended as follows:

81 Goodwill ~~acquired~~recognised in a business combination is an asset representing a payment made by an acquirer in anticipation of the future economic benefits arising from other assets acquired in a business combination that are not ~~capable of being~~ individually identified and separately recognised. Goodwill does not generate cash flows independently of other assets or groups of assets, and often contributes to the cash flows of multiple cash-generating

units. Goodwill sometimes cannot be allocated on a non-arbitrary basis to individual cash-generating units, but only to groups of cash-generating units. As a result, the lowest level within the entity at which the goodwill is monitored for internal management purposes sometimes comprises a number of cash-generating units to which the goodwill relates, but to which it cannot be allocated. References in paragraphs 83 – 99 and Appendix C to a cash-generating unit to which goodwill is allocated should be read as references also to a group of cash-generating units to which goodwill is allocated.

85 In accordance with HKFRS 3 *Business Combinations*, if the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is effected, the acquirer:

- (a) accounts for the combination using those provisional values; and
- (b) recognises any adjustments to those provisional values as a result of completing the initial accounting within the measurement period, which shall not exceed twelve months from ~~of~~ the acquisition date.

In such circumstances, it might also not be possible to complete the initial allocation of the goodwill recognised ~~acquired~~ in the combination before the end of the annual period in which the combination is effected. When this is the case, the entity discloses the information required by paragraph 133.

After paragraph 90 the heading and paragraphs 91 – 95 are deleted.

Paragraph 138 is deleted.

Paragraph 139 is amended as follows:

139 ~~Otherwise, a~~**An entity shall apply this Standard:**

- (a) ...

Paragraph 140B is added as follows:

140B **HKFRS 3 (as revised in 2008) amended paragraphs 65, 81, 85 and 139, deleted paragraphs 91-95 and 138 and added Appendix C. An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendments shall also be applied for that earlier period.**

A new appendix (Appendix C) is added as described below. It incorporates the requirements of the deleted paragraphs 91 – 95.

Appendix **E**

Comparison with International Accounting Standards

This comparison appendix, which was prepared as at August 2004 and deals only with significant differences in the standards extant, is produced for information only and does not form part of the standards in HKAS 36.

The International Accounting Standard comparable with HKAS 36 is IAS 36 *Impairment of Assets*.

There are no major textual differences between HKAS 36 and IAS 36.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC2 is amended as follows:

BC2 The International Accounting Standards Committee (IASC) issued the previous version of IAS 36 in 1998. It has been revised by the Board as part of its project on business combinations. That project had two phases. The first ~~has~~ resulted in the Board issuing simultaneously in 2004 IFRS 3 *Business Combinations* and revised versions of IAS 36 and IAS 38 *Intangible Assets*. ~~Therefore, the~~ The Board's intention in revising IAS 36 as part of the first phase of the project was not to reconsider all of the requirements in IAS 36. The changes to IAS 36 ~~we~~ are primarily concerned with the impairment tests for intangible assets with indefinite useful lives (hereafter referred to as 'indefinite-lived intangibles') and goodwill. The second phase of the project on business combinations resulted in the Board issuing simultaneously in 2008 a revised IFRS 3 and an amended version of IAS 27 *Consolidated and Separate Financial Statements*. The Board amended IAS 36 to reflect its decisions on the measurement of a non-controlling interest in an acquiree (see paragraph BC170A). The Board has not deliberated the other requirements in IAS 36. Those other requirements will be considered by the Board as part of a future project on impairment of assets.

Paragraph BC131 is deleted and new paragraphs BC131A – BC131G are added as follows. These paragraphs have been moved with minor modifications from paragraphs BC136 – BC142 of IFRS 3 (as issued in 2004).

BC131A The Board concluded that goodwill should not be amortised and instead should be tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. IAS 22 *Business Combinations* required acquired goodwill to be amortised on a systematic basis over the best estimate of its useful life. There was a rebuttable presumption that its useful life did not exceed twenty years from initial recognition. If that presumption was rebutted, acquired goodwill was required to be tested for impairment in accordance with the previous version of IAS 36 at least at each financial year-end, even if there was no indication that it was impaired.

BC131B In considering the appropriate accounting for acquired goodwill after its initial recognition, the Board examined the following three approaches:

- (a) straight-line amortisation but with an impairment test whenever there is an indication that the goodwill might be impaired;
- (b) non-amortisation but with an impairment test annually or more frequently if events or changes in circumstances indicate that the goodwill might be impaired; and
- (c) permitting entities a choice between approaches (a) and (b).

- BC131C The Board concluded, and the respondents to ED 3 *Business Combinations* that expressed a clear view on this issue generally agreed, that entities should not be allowed a choice between approaches (a) and (b). Permitting such choices impairs the usefulness of the information provided to users of financial statements because both comparability and reliability are diminished.
- BC131D The respondents to ED 3 who expressed a clear view on this issue generally supported approach (a). They put forward the following arguments in support of that approach:
- (a) acquired goodwill is an asset that is consumed and replaced by internally generated goodwill. Therefore, amortisation ensures that the acquired goodwill is recognised in profit or loss and no internally generated goodwill is recognised as an asset in its place, consistently with the general prohibition in IAS 38 on the recognition of internally generated goodwill.
 - (b) conceptually, amortisation is a method of allocating the cost of acquired goodwill over the periods it is consumed, and is consistent with the approach taken to other intangible and tangible fixed assets that do not have indefinite useful lives. Indeed, entities are required to determine the useful lives of items of property, plant and equipment, and allocate their depreciable amounts on a systematic basis over those useful lives. There is no conceptual reason for treating acquired goodwill differently.
 - (c) the useful life of acquired goodwill cannot be predicted with a satisfactory level of reliability, nor can the pattern in which that goodwill diminishes be known. However, systematic amortisation over an albeit arbitrary period provides an appropriate balance between conceptual soundness and operability at an acceptable cost: it is the only practical solution to an intractable problem.
- BC131E In considering these comments, the Board agreed that achieving an acceptable level of reliability in the form of representational faithfulness while striking some balance with what is practicable was the primary challenge it faced in deliberating the subsequent accounting for goodwill. The Board observed that the useful life of acquired goodwill and the pattern in which it diminishes generally are not possible to predict, yet its amortisation depends on such predictions. As a result, the amount amortised in any given period can be described as at best an arbitrary estimate of the consumption of acquired goodwill during that period. The Board acknowledged that if goodwill is an asset, in some sense it must be true that goodwill acquired in a business combination is being consumed and replaced by internally generated goodwill, provided that an entity is able to maintain the overall value of goodwill (by, for example, expending resources on advertising and customer service). However, consistently with the view it reached in developing ED 3, the Board remained doubtful about the usefulness of an amortisation charge that reflects the consumption of acquired goodwill, when the internally generated goodwill replacing it is not

recognised. Therefore, the Board reaffirmed the conclusion it reached in developing ED 3 that straight-line amortisation of goodwill over an arbitrary period fails to provide useful information. The Board noted that both anecdotal and research evidence supports this view.

BC131F In considering respondents' comments summarised in paragraph BC131D(b), the Board noted that although the useful lives of both goodwill and tangible fixed assets are directly related to the period over which they are expected to generate net cash inflows for the entity, the expected physical utility to the entity of a tangible fixed asset places an upper limit on the asset's useful life. In other words, unlike goodwill, the useful life of a tangible fixed asset could never extend beyond the asset's expected physical utility to the entity.

BC131G The Board reaffirmed the view it reached in developing ED 3 that if a rigorous and operational impairment test could be devised, more useful information would be provided to users of an entity's financial statements under an approach in which goodwill is not amortised, but instead tested for impairment annually or more frequently if events or changes in circumstances indicate that the goodwill might be impaired. After considering respondents' comments to the exposure draft of proposed amendments to IAS 36 on the form that such an impairment test should take, the Board concluded that a sufficiently rigorous and operational impairment test could be devised.

Paragraph BC134 is footnoted as follows:

BC134 The Board also observed that goodwill acquired in a business combination represents a payment made by an acquirer in anticipation of future economic benefits from assets that are not capable of being individually identified and separately recognised. Goodwill does not generate cash flows independently of other assets or groups of assets and therefore cannot be measured directly. Instead, it is measured as a residual amount, being the excess of the cost of a business combination over the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. Moreover, goodwill acquired in a business combination and goodwill generated after that business combination cannot be separately identified, because they contribute jointly to the same cash flows.*

* In the second phase of its business combinations project, the Board revised the definition and measurement of goodwill in IFRS 3. See paragraph 32 and Appendix A of IFRS 3 (as revised in 2008).

Paragraph BC151 is footnoted as follows:

BC151 If the initial allocation of goodwill acquired in a business combination cannot be completed before the end of the annual period in which the business combination is effected, the Exposure Draft proposed, and the revised Standard requires, that the initial allocation should be completed before the end of the first annual period beginning after the acquisition date. In contrast, ED 3 proposed, and IFRS 3 requires, that if the initial accounting for a business combination can be determined only provisionally by the end of the period in which the combination is effected, the acquirer should:

- (a) account for the combination using those provisional values; and
- (b) recognise any adjustments to those provisional values as a result of completing the initial accounting within twelve months of the acquisition date.*

* In the second phase of its business combinations project, the Board clarified that adjustments to provisional values should be made only to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognised as of that date. Such adjustments should be made within the measurement period, which shall not exceed one year from the acquisition date.

A new heading and paragraph BC170A are added as follows:

Changes as a result of 2008 revisions to IFRS 3 (Appendix C)

BC170A As a result of the changes to IFRS 3 (as revised in 2008), the requirements in Appendix C of the Standard and the related illustrative examples have been amended to reflect the two ways of measuring non-controlling interests: at fair value and as a proportion of the identifiable net assets of the acquiree. Appendix C has also been modified to clarify the requirements of the Standard.

Paragraph BC210 is footnoted as follows:

BC210 If an entity elects to apply IFRS 3 from any date before the effective dates outlined in IFRS 3, it is also required to apply IAS 36 from that same date. Paragraphs BC181 – BC184 of the Basis for Conclusions on IFRS 3 outline the Board’s deliberations on this issue.*

* The Board issued a revised IFRS 3 in 2008. This paragraph relates to IFRS 3 as issued in 2004.

In the Dissenting Opinions on IAS 36, paragraph DO3 is amended and footnoted as follows:

DO3 Messrs Cope and Leisenring agree with the prohibition, in paragraph 54 of IFRS 3 *Business Combinations*, of amortisation of goodwill.* Research and experience have demonstrated that the amortisation of goodwill produces data that is meaningless, and perhaps even misleading. However, if goodwill is not amortised, its special nature mandates that it should be accounted for with caution. The Basis for Conclusions on IAS 36 (paragraph BC131F) states that ‘if a rigorous and operational impairment test [for goodwill] could be devised, more useful information would be provided to users of an entity’s financial statements under an approach in which goodwill is not amortised, but instead tested for impairment annually or more frequently if events or changes in circumstances indicate that the goodwill might be impaired.’ Messrs Cope and Leisenring agree with that statement. However, they believe that the impairment test to which a majority of the Board has agreed lacks the rigour to satisfy that condition.

* The Board issued a revised IFRS 3 in 2008. The amortisation of goodwill is prohibited, but the paragraph reference no longer exists in IFRS 3 (as revised in 2008).

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Example 7 is amended as described below.

Example 7 Impairment testing cash-generating units with goodwill and minority non-controlling interests

Example 7A Non-controlling interests measured initially as a proportionate share of the net identifiable assets

In this example, tax effects are ignored.

Background

IE62 Entity X Parent acquires an 80 per cent ownership interest in Entity Y Subsidiary for CU2,100 1,600 on 1 January 20X3. At that date, Subsidiary's Y's net identifiable net assets have a fair value of CU1,500. Y has no contingent liabilities. Therefore, X Parent chooses to measure the non-controlling interests as the proportionate interest of Subsidiary's net identifiable assets of CU300 (20% of CU1,500). Goodwill of CU900 is the difference between the aggregate of the consideration transferred and the amount of the non-controlling interests (CU2,100 + CU300) and the net identifiable assets (CU1,500). recognises in its consolidated financial statements:

- (a) goodwill of CU400, being the difference between the cost of the business combination of CU1,600 and X's 80 per cent interest in Y's identifiable net assets;
- (b) Y's identifiable net assets at their fair value of CU1,500; and
- (c) a minority interest of CU300, being the 20 per cent interest in Y's identifiable net assets held by parties outside X.

IE63 The assets of Subsidiary Y together are the smallest group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Therefore Subsidiary Y is a cash-generating unit. Because other cash-generating units of Parent are expected to benefit from the synergies of the combination, the goodwill of CU500 related to those synergies has been allocated to other cash-generating units within Parent. Because this cash-generating unit comprising Subsidiary includes goodwill within its carrying amount, it must be tested for impairment annually, or more frequently if there is an indication that it may be impaired (see paragraph 90 of HKAS 36).

IE64 At the end of 20X3, Parent X determines that the recoverable amount of cash-generating unit Subsidiary Y is CU1,000. The carrying amount of the net assets of Subsidiary, excluding goodwill, is CU1,350. X uses straight line depreciation over a 10-year life for Y's identifiable assets and anticipates no residual value.

Testing Subsidiary (cash-generating unit) ¥ for impairment

IE65 A portion of Goodwill attributable to non-controlling interests is included in Subsidiary's ¥'s recoverable amount of CU1,000 but has not been recognised in Parent's consolidated financial statements is attributable to the unrecognised minority interest in goodwill. Therefore, in accordance with paragraph 92 C4 of Appendix C of HKAS 36, the carrying amount of Subsidiary ¥ must be notionally adjusted is grossed up to include goodwill attributable to the minority non-controlling interests, before being compared with the recoverable amount of CU1,000. Goodwill attributable to Parent's 80 per cent interest in Subsidiary at the acquisition date is CU400 after allocating CU500 to other cash-generating units within Parent. Therefore, goodwill attributable to the 20 per cent non-controlling interests in Subsidiary at the acquisition date is CU100.

Schedule 1. Testing Subsidiary ¥ for impairment at the end of 20X3

<i>End of 20X3</i>	<i>Goodwill of Subsidiary</i>	<i>Net Identifiable net assets</i>	<i>Total</i>
	CU	CU	CU
Gross carrying amount	400	1,500	1,900
Accumulated depreciation	-	(150)	(150)
Carrying amount	400	1,350	1,750
Unrecognised minority non-controlling interests	100 ^(a)	-	100
Notionally a Adjusted carrying amount	500	1,350	1,850
Recoverable amount			1,000
Impairment loss			850

(a) Goodwill attributable to X's 80% interest in Y at the acquisition date is CU400. Therefore, goodwill notionally attributable to the 20% minority interest in Y at the acquisition date is CU100.

Allocating the impairment loss

IE66 In accordance with paragraph 104 of HKAS 36, the impairment loss of CU850 is allocated to the assets in the unit by first reducing the carrying amount of goodwill to zero.

IE67 Therefore, CU500 of the CU850 impairment loss for the unit is allocated to the goodwill. In accordance with paragraph C6 of Appendix C of HKAS 36, if the partially-owned subsidiary is itself a cash-generating unit, the goodwill impairment loss is allocated to the controlling and non-controlling interests on the same basis as that on which profit or loss is allocated. In this example, profit or loss is allocated on the basis of relative ownership interests. However, because the goodwill is recognised only to the extent of X Parent's 80 per cent ownership interest in Subsidiary ¥, X Parent recognises only 80 per cent of that goodwill impairment loss (ie CU400).

IE68 The remaining impairment loss of CU350 is recognised by reducing the carrying amounts of ¥ Subsidiary's identifiable assets (see Schedule 2).

Schedule 2. Allocation of the impairment loss for Subsidiary ¥ at the end of 20X3

<i>End of 20X3</i>	<i>Goodwill</i>	<i>Net identifiable net assets</i>	<i>Total</i>
	CU	CU	CU
Gross carrying amount	400	1,500	1,900
Accumulated depreciation	-	(150)	(150)
Carrying amount	400	1,350	1,750
Impairment loss	(400)	(350)	(750)
Carrying amount after impairment loss	-	1,000	1,000

In the Illustrative Examples, Examples 7B and 7C are added as follows:

Example 7B Non-controlling interests measured initially at fair value and the related subsidiary is a stand-alone cash-generating unit

In this example, tax effects are ignored.

Background

IE68A Parent acquires an 80 per cent ownership interest in Subsidiary for CU2,100 on 1 January 20X3. At that date, Subsidiary's net identifiable assets have a fair value of CU1,500. Parent chooses to measure the non-controlling interests at fair value, which is CU350. Goodwill of CU950 is the difference between the aggregate of the consideration transferred and the amount of the non-controlling interests (CU2,100 + CU350) and the net identifiable assets (CU1,500).

IE68B The assets of Subsidiary together are the smallest group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Therefore, Subsidiary is a cash-generating unit. Because other cash-generating units of Parent are expected to benefit from the synergies of the combination, the goodwill of CU500 related to those synergies has been allocated to other cash-generating units within Parent. Because Subsidiary includes goodwill within its carrying amount, it must be tested for impairment annually, or more frequently if there is an indication that it might be impaired (see paragraph 90 of HKAS 36).

Testing Subsidiary for impairment

IE68C At the end of 20X3, Parent determines that the recoverable amount of cash-generating unit Subsidiary is CU1,650. The carrying amount of the net assets of Subsidiary, excluding goodwill, is CU1,350.

Schedule 1. Testing Subsidiary for impairment at the end of 20X3

<i>End of 20X3</i>	<i>Goodwill</i>	<i>Net identifiable assets</i>	<i>Total</i>
	<i>CU</i>	<i>CU</i>	<i>CU</i>
Carrying amount	450	1,350	1,800
Recoverable amount			1,650
Impairment loss			<u>150</u>

Allocating the impairment loss

IE68D In accordance with paragraph 104 of HKAS 36, the impairment loss of CU150 is allocated to the assets in the unit by first reducing the carrying amount of goodwill.

IE68E Therefore, the full amount of impairment loss of CU150 for the unit is allocated to the goodwill. In accordance with paragraph C6 of Appendix C of HKAS 36, if the partially-owned subsidiary is itself a cash-generating unit, the goodwill impairment loss is allocated to the controlling and non-controlling interests on the same basis as that on which profit or loss is allocated.

Example 7C Non-controlling interests measured initially at fair value and the related subsidiary is part of a larger cash-generating unit

In this example, tax effects are ignored.

Background

IE68F Suppose that, for the business combination described in paragraph IE68A of Example 7B, the assets of Subsidiary will generate cash inflows together with other assets or groups of assets of Parent. Therefore, rather than Subsidiary being the cash-generating unit for the purposes of impairment testing, Subsidiary becomes part of a larger cash-generating unit, Z. Other cash-generating units of Parent are also expected to benefit from the synergies of the combination. Therefore, goodwill related to those synergies, in the amount of CU500, has been allocated to those other cash-generating units. Z's goodwill related to previous business combinations is CU800.

IE68G Because Z includes goodwill within its carrying amount, both from Subsidiary and from previous business combinations, it must be tested for impairment annually, or more frequently if there is an indication that it might be impaired (see paragraph 90 of HKAS 36).

Testing Subsidiary for impairment

IE68H At the end of 20X3, Parent determines that the recoverable amount of cash-generating unit Z is CU3,300. The carrying amount of the net assets of Z, excluding goodwill, is CU2,250.

Schedule 3. Testing Z for impairment at the end of 20X3

<i>End of 20X3</i>	<i>Goodwill</i>	<i>Net identifiable assets</i>	<i>Total</i>
	<i>CU</i>	<i>CU</i>	<i>CU</i>
Carrying amount	1,250	2,250	3,500
Recoverable amount			3,300
Impairment loss			<u>200</u>

Allocating the impairment loss

IE68I In accordance with paragraph 104 of HKAS 36, the impairment loss of CU200 is allocated to the assets in the unit by first reducing the carrying amount of goodwill. Therefore, the full amount of impairment loss of CU200 for cash-generating unit Z is allocated to the goodwill. In accordance with paragraph C7 of Appendix C of HKAS 36, if the partially-owned Subsidiary forms part of a larger cash-generating unit, the goodwill impairment loss would be allocated first to the parts of the cash-generating unit, Z, and then to the controlling and non-controlling interests of the partially owned Subsidiary.

IE68J Parent allocates the impairment loss to the parts of the cash-generating unit on the basis of the relative carrying values of the goodwill of the parts before the impairment. In this example Subsidiary is allocated 36 per cent of the impairment (450/1,250). The impairment loss is then allocated to the controlling and non-controlling interests on the same basis as that on which profit or loss is allocated.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 5 is amended as follows:

- 5 ~~Where~~ When another Standard deals with a specific type of provision, contingent liability or contingent asset, an entity applies that Standard instead of this Standard. For example, ~~HKFRS 3 *Business Combinations* addresses the treatment by an acquirer of contingent liabilities assumed in a business combination. Similarly, certain some types of provisions are ~~also~~ addressed in Standards on:~~

(a) construction contracts (see HKAS 11 *Construction Contracts*);

...

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph IN7 is amended as follows:

IN7 SSAP 29 required an intangible asset to be recognised if, and only if, it was probable that the expected future economic benefits attributable to the asset would flow to the entity, and its cost could be measured reliably. These recognition criteria have been included in the Standard. However, additional guidance has been included to clarify that:

- (a) ...
- (b) the fair value of an intangible asset acquired in a business combination can normally be measured with sufficient reliability to be recognised separately from goodwill. ~~If an intangible asset acquired in a business combination has a finite useful life, there is a rebuttable presumption that its fair value can be measured reliably.~~

In paragraph 8, the definition of the agreement date is deleted.

Paragraphs 11, 12, 25 and 33 – 35 are amended as follows:

11 The definition of an intangible asset requires an intangible asset to be identifiable to distinguish it from goodwill. Goodwill ~~acquired~~ recognised in a business combination ~~is an asset representing a payment made by the acquirer in anticipation of~~ the future economic benefits arising from other assets ~~acquired in a business combination~~ that are not capable of being individually identified and separately recognised. The future economic benefits may result from synergy between the identifiable assets acquired or from assets that, individually, do not qualify for recognition in the financial statements ~~but for which the acquirer is prepared to make a payment in the business combination.~~

12 **An asset is identifiable if it either meets the identifiability criterion in the definition of an intangible asset when it:**

- (a) **is separable, ie is capable of being separated or divided from the entity and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability, regardless of whether the entity intends to do so; or**
- (b) **arises from contractual or other legal rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.**

25 Normally, the price an entity pays to acquire separately an intangible asset will reflect expectations about the probability that the expected future economic benefits embodied in the asset will flow to the entity. In other words, the entity expects there to be an inflow of economic benefits, even if there is uncertainty about the timing or the amount of the inflow ~~the effect of probability is reflected in the cost of the asset.~~ Therefore, the probability recognition criterion in paragraph 21(a) is always considered to be satisfied for separately acquired intangible assets.

- 33 In accordance with HKFRS 3 *Business Combinations*, if an intangible asset is acquired in a business combination, the cost of that intangible asset is its fair value at the acquisition date. The fair value of an intangible asset will reflect market expectations about the probability that the expected future economic benefits embodied in the asset will flow to the entity. In other words, the entity expects there to be an inflow of economic benefits, even if there is uncertainty about the timing or the amount of the inflow ~~the effect of probability is reflected in the fair value measurement of the intangible asset.~~ Therefore, the probability recognition criterion in paragraph 21(a) is always considered to be satisfied for intangible assets acquired in business combinations. If an asset acquired in a business combination is separable or arises from contractual or other legal rights, sufficient information exists to measure reliably the fair value of the asset. Thus, the reliable measurement criterion in paragraph 21(b) is always considered to be satisfied for intangible assets acquired in business combinations.
- 34 ~~Therefore, i~~In accordance with this Standard and HKFRS 3 (as revised in 2008), an acquirer recognises at the acquisition date, separately from goodwill, an intangible asset of the acquiree ~~if the asset's fair value can be measured reliably~~, irrespective of whether the asset had been recognised by the acquiree before the business combination. This means that the acquirer recognises as an asset separately from goodwill an in-process research and development project of the acquiree if the project meets the definition of an intangible asset ~~and its fair value can be measured reliably~~. An acquiree's in-process research and development project meets the definition of an intangible asset when it:
- (a) meets the definition of an asset; and
 - (b) is identifiable, ie is separable or arises from contractual or other legal rights.

Measuring the fair value of an intangible asset acquired in a business combination

- 35 If an intangible asset acquired in a business combination is separable or arises from contractual or other legal rights, sufficient information exists to measure reliably the fair value of the asset. The fair value of intangible assets acquired in business combinations can normally be measured with sufficient reliability to be recognised separately from goodwill. When, for the estimates used to measure an intangible asset's fair value, there is a range of possible outcomes with different probabilities, that uncertainty enters into the measurement of the asset's fair value, ~~rather than demonstrates an inability to measure fair value reliably. If an intangible asset acquired in a business combination has a finite useful life, there is a rebuttable presumption that its fair value can be measured reliably.~~

Paragraph 38 is deleted.

Paragraphs 68 and 69 are amended as follows:

- 68 Expenditure on an intangible item shall be recognised as an expense when it is incurred unless:**
- (a) **it forms part of the cost of an intangible asset that meets the recognition criteria (see paragraphs 18 – 67); or**

- (b) **the item is acquired in a business combination and cannot be recognised as an intangible asset. If this is the case, ~~this expenditure (included in the cost of the business combination) shall form part of the amount attributed to it~~ forms part of the amount recognised as goodwill at the acquisition date (see HKFRS 3).**

69 In some cases, expenditure is incurred to provide future economic benefits to an entity, but no intangible asset or other asset is acquired or created that can be recognised. In these cases, the expenditure is recognised as an expense when it is incurred. For example, ~~except when it forms part of the cost of a business combination,~~ expenditure on research is recognised as an expense when it is incurred (see paragraph 54), except when it forms part of a business combination. Other examples of expenditure that is recognised as an expense when it is incurred include:

- (a) ...

Paragraph 94 is amended as follows:

94 The useful life of an intangible asset that arises from contractual or other legal rights shall not exceed the period of the contractual or other legal rights, but may be shorter depending on the period over which the entity expects to use the asset. If the contractual or other legal rights are conveyed for a limited term that can be renewed, the useful life of the intangible asset shall include the renewal period(s) only if there is evidence to support renewal by the entity without significant cost. The useful life of a reacquired right recognised as an intangible asset in a business combination is the remaining contractual period of the contract in which the right was granted and shall not include renewal periods.

Paragraph 115A is added as follows:

115A In the case of a reacquired right in a business combination, if the right is subsequently reissued (sold) to a third party, the related carrying amount, if any, shall be used in determining the gain or loss on reissue.

Paragraph 129 is deleted.

Paragraph 130 is amended as follows:

130 ~~Otherwise, a~~An entity shall apply this Standard:

- (a) ...

Paragraph 130C is added as follows:

130C HKFRS 3 (as revised in 2008) amended paragraphs 12, 33-35, 68, 69, 94 and 130, deleted paragraphs 38 and 129 and added paragraph 115A. An entity shall apply prospectively those amendments for annual periods beginning on or after 1 July 2009. Therefore, amounts recognised for intangible assets and goodwill in prior business combinations shall not be adjusted. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendments shall also be applied for that earlier period.

SUBSEQUENT ACCOUNTING FOR INTANGIBLE ASSETS	BC47-BC77
Accounting for intangible assets with finite useful lives acquired in business combinations	BC50-BC59
Impairment testing intangible assets with finite useful lives	BC54-BC56
Residual value of an intangible asset with a finite useful life	BC57-BC59
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Useful life constrained by contractual or other legal rights	BC66-BC72
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Appendix

Amendments resulting from other Basis for Conclusions

The following sets out amendments required for this Basis for Conclusions resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Basis for Conclusions and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKFRS 3 Business Combinations (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraphs BC16 and BC19 – BC25 are deleted and paragraphs BC16A, BC19A and BC19B are added as follows:

BC16A The Board observed that in a business combination both criteria, the probability criterion and the reliability of measurement criterion, will always be met.

BC19A In developing IFRS 3, the IASB noted that the fair values of identifiable intangible assets acquired in a business combination are normally measurable with sufficient reliability to be recognised separately from goodwill. The effects of uncertainty because of a range of possible outcomes with different probabilities are reflected in measuring the asset's fair value; the existence of such a range does not demonstrate an inability to measure fair value reliably. IAS 38 (as revised in 2004) included a rebuttable presumption that the fair value of an intangible asset with a finite useful life acquired in a business combination can be measured reliably. The Board had concluded that it might not always be possible to measure reliably the fair value of an asset that has an underlying contractual or legal basis. However, IAS 38 (revised 2004) provided that the only circumstances in which it might not be possible to measure reliably the fair value of an intangible asset acquired in a business combination that arises from legal or other contractual rights were if it either:

- (a) is not separable; or
- (b) is separable, but there is no history or evidence of exchange transactions for the same or similar assets, and otherwise estimating fair value would depend on immeasurable variables.

BC19B In developing the 2005 Business Combinations exposure draft, the Board concluded that separate recognition of intangible assets, on the basis of an estimate of fair value, rather than subsuming them in goodwill, provides better information to the users of financial statements even if a significant degree of judgment is required to estimate fair value. For this reason, the Board decided to propose consequential amendments to IAS 38 to remove the reliability of measurement criterion for intangible assets acquired in a business combination. In redeliberating the proposals in the 2005 Business Combinations exposure draft, the Board affirmed those amendments to IAS 38.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 2(f) is deleted.

Paragraph 103D is added as follows:

103D HKFRS 3 (as revised in 2008) deleted paragraph 2(f). An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendment shall also be applied for that earlier period.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

The last sentence of paragraph 102 is amended as follows:

102 ... The gain or loss on the hedging instrument relating to the effective portion of the hedge that has been recognised in other comprehensive income shall be reclassified from equity to profit or loss as a reclassification adjustment (see HKAS 1 (revised 2007)) in accordance with paragraphs 48 - 49 of HKAS 21 on the disposal or partial disposal of the foreign operation.

Paragraph 103E is added as follows:

103E HKAS 27 (as amended in 2008) amended paragraph 102. An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendment shall be applied for that earlier period.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

In the rubric, the first sentence is amended as follows:

Hong Kong Financial Reporting Standard 1 *First-time Adoption of Hong Kong Financial Reporting Standards* (HKFRS 1) is set out in paragraphs 1–47H 1 – 47I and Appendices A – C. All the paragraphs ...

Paragraph 14 is amended as follows:

14 Some exemptions below refer to fair value. ~~HKFRS 3 *Business Combinations* explains how to determine the fair values of identifiable assets and liabilities acquired in a business combination. In determining fair values in accordance with this HKFRS, a~~An entity shall apply the definition of fair value in Appendix A and any those explanations in determining fair values under this HKFRS, unless another HKFRS contains more specific guidance in other HKFRSs on the determination of fair values for the asset or liability in question. Those fair values shall reflect conditions that existed at the date for which they were determined.

Paragraph 47I is added as follows:

47I HKFRS 3 (as revised in 2008) amended paragraphs 14, B1, B2(f) and B2(g). An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendments shall also be applied for that earlier period.

In Appendix B, paragraphs B1, B2(f) and B2(g) are amended as follows:

B1 A first-time adopter may elect not to apply HKFRS 3 *Business Combinations* retrospectively to past business combinations (business combinations that occurred before the date of transition to HKFRSs). However, if a first-time adopter restates any business combination to comply with HKFRS 3, it shall restate all later business combinations and shall also apply HKAS 27 (as amended in 2008) ~~HKAS 36 *Impairment of Assets* (as revised in 2004) and HKAS 38 *Intangible Assets* (as revised in 2004)~~ from that same date. For example, if a first-time adopter elects to restate a business combination that occurred on 30 June ~~20X6 2002~~, it shall restate all business combinations that occurred between 30 June ~~20X6 2002~~ and the date of transition to HKFRSs, and it shall also apply HKAS 27 (amended 2008) ~~HKAS 36 (as revised in 2004) and HKAS 38 (as revised in 2004)~~ from 30 June ~~20X6 2002~~.

B2(f) If an asset acquired, or liability assumed, in a past business combination was not recognised under previous GAAP, it does not have a deemed cost of zero in the opening HKFRS statement of financial position. Instead, the acquirer shall recognise and measure it in its consolidated statement of financial position on the basis that HKFRSs would require in the statement of financial position of the acquiree. To illustrate: if the acquirer had not, under its previous GAAP, capitalised finance leases acquired in a past business combination, it shall capitalise those leases in its consolidated financial statements, as HKAS 17 *Leases* would require the acquiree to do in its HKFRS statement of financial position. Similarly, if the acquirer had not, under its previous GAAP, recognised a contingent liability that still exists at the date of transition to HKFRSs, the acquirer shall recognise that contingent liability at that date unless HKAS 37 would prohibit its recognition in the financial statements of the acquiree. Conversely, ...

B2(g) The carrying amount of goodwill in the opening HKFRS statement of financial position shall be its carrying amount under previous GAAP at the date of transition to HKFRSs, after the following ~~three~~ two adjustments:

- (i) ...
- (ii) ~~[deleted] A contingency affecting the amount of the purchase consideration for a past business combination may have been resolved before the date of transition to HKFRSs. If a reliable estimate of the contingent adjustment can be made and its payment is probable, the first-time adopter shall adjust the goodwill by that amount. Similarly, the first-time adopter shall adjust the carrying amount of goodwill if a previously recognised contingent adjustment can no longer be measured reliably or its payment is no longer probable.~~
- (iii) Regardless ...

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraphs B2(c)(i), B2(g)(i) and B2(k).

In the rubric, the first sentence is amended as follows:

Hong Kong Financial Reporting Standard 1 *First-time Adoption of Hong Kong Financial Reporting Standards* (HKFRS 1) is set out in paragraphs ~~4–47I~~ 1 – 47J and Appendices A – C. All the paragraphs...

Paragraph 26 is amended as follows:

- 26 This HKFRS prohibits the retrospective application of some aspects of other HKFRSs relating to:
- ...
 - (c) estimates (paragraphs 31 – 34); ~~and~~
 - (d) assets classified as held for sale and discontinued operations (paragraphs 34A and 34B); ~~and~~
 - (e) some aspects of accounting for non-controlling interests (paragraph 34C).

After paragraph 34B a new heading and paragraph 34C are added as follows:

Non-controlling interests

34C A first-time adopter shall apply the following requirements of HKAS 27 *Consolidated and Separate Financial Statements* (as amended in 2008) prospectively from the date of transition to HKFRSs:

- (a) the requirement in paragraph 28 that total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance;
- (b) the requirements in paragraphs 30 and 31 for accounting for changes in the parent's ownership interest in a subsidiary that do not result in a loss of control; and
- (c) the requirements in paragraphs 34 - 37 for accounting for a loss of control over a subsidiary.

However, if a first-time adopter elects to apply HKFRS 3 (as revised in 2008) retrospectively to past business combinations, it also shall apply HKAS 27 (as amended in 2008) in accordance with paragraph B1 of this HKFRS.

Paragraph 47J is added as follows:

- 47J HKAS 27 (as amended in 2008) amended paragraphs 26 and 34C. An entity shall apply those amendments for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendments shall be applied for that earlier period.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC60 is footnoted as follows:

In January 2008 the IASB issued an amended IAS 27 *Consolidated and Separate Financial Statements*, which amended 'minority interests' to 'non-controlling interests'.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

References to 'minority interests' are amended to 'non-controlling interests' in paragraphs IG Example 4, IG Example 5, IG Example 6 and IG 28.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in February 2008) - effective for annual periods beginning on or after 1 July 2009

References to '[a] minority interest' or 'minority interests' are amended to 'non-controlling interests' in paragraph 34(c).

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC7(a) is footnoted as follows:

BC7 In two areas, those tentative conclusions differ from the IASC Steering Committee's recommendations in the DSOP:

(a) the use of a fair value measurement objective rather than entity-specific value. However, that change is not as significant as it might seem because entity-specific value as described in the DSOP is indistinguishable in most respects from estimates of fair value determined using measurement guidance that the Board has tentatively adopted in phase II of its project on business combinations.*

(b) ...

* The Board completed the second phase of its project on business combinations in 2008 by issuing a revised *IFRS 3 Business Combinations* and an amended version of *IAS 27 Consolidated and Separate Financial Statements*.

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC164 'minority interests' is footnoted as follows:

In January 2008 the IASB issued an amended *IAS 27 Consolidated and Separate Financial Statements*, which amended 'minority interests' to 'non-controlling interests'.

**HKAS 27 Consolidated and Separate Financial Statements
(issued in March 2008) - effective for annual periods
beginning on or after 1 July 2009**

Paragraph 33 is amended as follows:

33 An entity shall disclose:

(a) ...

(d) the amount of income from continuing operations and from discontinued operations attributable to owners of the parent. These disclosures may be presented either in the notes or in the statement of comprehensive income.

Paragraph 44B is added as follows:

44B HKAS 27 (as amended in 2008) added paragraph 33(d). An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKAS 27 (amended 2008) for an earlier period, the amendment shall be applied for that earlier period. The amendment shall be applied retrospectively.

HKFRS 3 *Business Combinations* (issued in March 2008) – effective for annual periods beginning on or after 1 July 2009

Paragraph BC45 is footnoted as follows:

BC45 The Board and the FASB are considering which items should form part of the business combination transaction more generally in their joint project on the application of the purchase method. This consideration includes whether the assets and liabilities recognised in the transaction should be based on the acquirer's or the acquiree's perspective. The outcome of those deliberations may affect the decision discussed in paragraph BC44.*

* In their joint project on the application of the acquisition method, the Board and the FASB clarified that the classification of assets acquired in a business combination as held for sale should be based on the acquirer's perspective. Therefore, the acquirer would have to satisfy the criteria in paragraphs 6 – 11 of IFRS 5 at the acquisition date in order to classify assets acquired as held for sale on initial recognition.

HKFRS 3 *Business Combinations* (issued in March 2008) – effective for annual periods beginning on or after 1 July 2009

Paragraphs following Example 13 are amended as follows:

Guidance on the effect of HKFRS 5 on HKAS 36 (as issued in 2004), and HKAS 38 (as revised in 2004) and HKFRS 3

HKAS 36 (as revised in 2004), and HKAS 38 (as revised in 2004) and HKFRS 3 include changes that arise from HKFRS 5 as follows.

...

~~HKFRS 3 *Business Combinations* was amended as described below.~~

~~Paragraph 36 was amended to read as follows:~~

~~36 The acquirer shall, at the acquisition date, allocate the cost of a business combination by recognising the acquiree's identifiable assets, liabilities and contingent liabilities that satisfy the recognition criteria in paragraph 37 at their fair values at that date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, which shall be recognised at fair value less costs to sell. Any difference...~~

~~Paragraph 75(b) and (d) was amended to read as follows:~~

- ~~(b) additional goodwill recognised during the period except goodwill included in a disposal group that, on acquisition, meets the criteria to be classified as held for sale in accordance with HKFRS 5;~~
- ~~(d) goodwill included in a disposal group classified as held for sale in accordance with HKFRS 5 and goodwill derecognised during the period without having previously been included in a disposal group classified as held for sale;~~

HKAS 27 *Consolidated and Separate Financial Statements* (issued in March 2008) – effective for annual periods beginning on or after 1 July 2009

References to 'minority interest' are amended to 'non-controlling interest' in Examples 11 and 12.

Example 11 is amended as follows:

XYZ GROUP – STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 20X2

(illustrating the classification of expenses by function)

(in thousands of currency units)	20X2	20X1
Continuing operations		
Revenue	X	X
Cost of sales	(X)	(X)
Gross profit	X	X
Other income	X	X
Distribution costs	(X)	(X)
Administrative expenses	(X)	(X)
Other expenses	(X)	(X)
Finance costs	(X)	(X)
Share of profit of associates	X	X
Profit before tax	X	X
Income tax expense	(X)	(X)
Profit for the period from continuing operations	X	X
Discontinued operations		
Profit for the period from discontinued operations ^(a)	X	X
Profit for the period	X	X
Attributable to:		
Owners of the parent	X	X
<u>Profit for the period from continuing operations</u>	X	X
<u>Profit for the period from discontinued operations</u>	X	X
<u>Profit for the period attributable to owners of the parent</u>	X	X
Minority Non-controlling interests	X	X
<u>Profit for the period from continuing operations</u>	X	X
<u>Profit for the period from discontinued operations</u>	X	X
<u>Profit for the period attributable to non-controlling interests</u>	X	X
	X	X

(a) The required analysis would be given in the notes.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 3(c) is deleted.

Paragraph 44B is added as follows:

44B HKFRS 3 (as revised in 2008) deleted paragraph 3(c). An entity shall apply that amendment for annual periods beginning on or after 1 July 2009. If an entity applies HKFRS 3 (revised 2008) for an earlier period, the amendment shall also be applied for that earlier period.

APPENDICES

- A Background information and basis for conclusions of the US Financial Accounting Standards Board on SFAS 131**
- B Amendments to Basis for Conclusions on other IFRSs**
- C Amendments resulting from other Basis for Conclusions**

Appendix C

Amendments resulting from other Basis for Conclusions

The following sets out amendments required for this Basis for Conclusions resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Basis for Conclusions and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKAS 27 Consolidated and Separate Financial Statements (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph BC23 'minority interest' is footnoted as follows:

In January 2008 the IASB issued an amended IAS 27 *Consolidated and Separate Financial Statements*, which amended 'minority interest' to 'non-controlling interests'.

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BASIS FOR CONCLUSIONS

Hong Kong (IFRIC) Interpretation 9 *Reassessment of Embedded Derivatives* (HK(IFRIC)-Int 9) is set out in paragraphs 1-9 and the Appendix . HK(IFRIC)-Int 9 is accompanied by a Basis for Conclusions. The scope and authority of Interpretations are set out in the *Preface to Hong Kong Financial Reporting Standards*.

Appendix

Amendments resulting from other HKFRSs

The following sets out amendments required for this Interpretation resulting from other newly issued HKFRSs that are not yet effective. Once effective, the amendments set out below will be incorporated into the text of this Interpretation and this appendix will be deleted. In the amended paragraphs shown below, new text is underlined and deleted text is struck through.

HKFRS 3 *Business Combinations* (issued in March 2008) - effective for annual periods beginning on or after 1 July 2009

Paragraph 5 is footnoted as follows:

- 5 This Interpretation does not address the acquisition of contracts with embedded derivatives in a business combination nor their possible reassessment at the date of acquisition.*

* HKFRS 3 (as revised in 2008) addresses the acquisition of contracts with embedded derivatives in a business combination.