HKAS 31
Revised ~~June 2011~~July 2012

Effective for annual periods
beginning on or after 1 January 2005*

*Hong Kong Accounting Standard 31*

# Interests in Joint Ventures

*HKAS 31 is applicable for annual periods beginning on or after 1 January 2005 but before 1 January 2013. HKFRS 11 *Joint Arrangements* issued in June 2011 is applicable for annual periods beginning on or after 1 January 2013 and supersedes HKAS 31.

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Hong Kong Accounting Standard 31 *Interests in Joint Ventures* (HKAS 31) is set out in paragraphs 1-59 and Appendices B and C. All the paragraphs have equal authority. HKAS 31 should be read in the context of the Basis for Conclusions, the *Preface to Hong Kong Financial Reporting Standards* and the *Conceptual Framework for ~~the Preparation and Presentation of Financial Statements~~Financial Reporting*. 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.

# Introduction

IN1 Hong Kong Accounting Standard 31 *Interests in Joint Ventures* (HKAS 31) should be applied for annual periods beginning on or after 1 January 2005. Earlier application is encouraged.

# Reasons for issuing HKAS 31

IN2 The objectives of the Hong Kong Institute of Certified Public Accountants (HKICPA) issuing HKAS 31 were to reduce or eliminate alternatives, redundancies and conflicts within the Standards, to deal with some convergence issues and to make other improvements.

IN3 For HKAS 31 the HKICPA did not reconsider the fundamental approach to the accounting for interests in joint ventures contained in HKAS 31.

# The main features

IN4 The main features of HKAS 31 are described below.

## Scope

IN5 The Standard does not apply to investments that would otherwise be interests of venturers in jointly controlled entities held by venture capital organisations, mutual funds, unit trusts and similar entities when those investments are classified as held for trading and accounted for in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement*. Those investments are measured at fair value, with changes in fair value being recognised in profit or loss in the period in which they occur.

IN6 Furthermore, the Standard provides exemptions from application of proportionate consolidation or the equity method similar to those provided for certain parents not to prepare consolidated financial statements. These exemptions include when the investor is also a parent exempt in accordance with HKAS 27 *Consolidated and Separate Financial Statements* from preparing consolidated financial statements (paragraph 2(b)), and when the investor, though not such a parent, can satisfy the same type of conditions that exempt such parents (paragraph 2(c)).

## Exemptions from applying proportionate consolidation or the equity method

IN7 The Standard does not require proportionate consolidation or the equity method to be applied when an interest in a joint venture is acquired and held with a view to its disposal within twelve months of acquisition. There must be evidence that the investment is acquired with the intention to dispose of it and that management is actively seeking a buyer. When such an interest in a joint venture is not disposed of within twelve months it must be accounted for using proportionate consolidation or the equity method as from the date of acquisition, except in narrowly specified circumstances.*

IN8 The Standard does not permit a venturer that continues to have joint control of an interest in a joint venture not to apply proportionate consolidation or the equity method when the joint venture is operating under severe long-term restrictions that significantly impair its ability to transfer funds to the venturer. Joint control must be lost before proportionate consolidation or the equity method ceases to apply.

* HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* removes this scope exclusion and now eliminates the exemption from applying proportionate consolidation or the equity method when joint control of a joint venture is intended to be temporary. See HKFRS 5 Basis for Conclusions for further discussion.

## Separate financial statements

IN9 The requirements for the preparation of an investor's separate financial statements are established by reference to HKAS 27.

## Disclosure

IN10 The Standard requires a venturer to disclose the method it uses to recognise its interests in jointly controlled entities (ie proportionate consolidation or the equity method).

# Hong Kong Accounting Standard 31
# *Interests in Joint Ventures*

## Scope

1 **This Standard shall be applied in accounting for interests in joint ventures and the reporting of joint venture assets, liabilities, income and expenses in the financial statements of venturers and investors, regardless of the structures or forms under which the joint venture activities take place. However, it does not apply to venturers' interests in jointly controlled entities held by:**

**(a) venture capital organisations, or**

**(b) mutual funds, unit trusts and similar entities including investment-linked insurance funds**

**that upon initial recognition are designated as at fair value through profit or loss or are classified as held for trading and accounted for in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement*. Such investments shall be measured at fair value in accordance with HKAS 39, with changes in fair value recognised in profit or loss in the period of the change. A venturer holding such an interest shall make the disclosures required by paragraphs 55 and 56.**

2 **A venturer with an interest in a jointly controlled entity is exempted from paragraphs 30 (proportionate consolidation) and 38 (equity method) when it meets the following conditions:**

**(a) the interest is classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*;**

**(b) the exception in paragraph 10 of HKAS 27 *Consolidated and Separate Financial Statements* allowing a parent that also has an interest in a jointly controlled entity not to present consolidated financial statements is applicable; or**

**(c) all of the following apply:**

**(i) the venturer is a wholly-owned subsidiary, or is a partially-owned subsidiary of another entity and its owners, including those not otherwise entitled to vote, have been informed about, and do not object to, the venturer not applying proportionate consolidation or the equity method;**

**(ii) the venturer'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);**

**(iii) the venturer 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**

**(iv) the ultimate or any intermediate parent of the venturer produces consolidated financial statements available for public use that comply with Hong Kong Financial Reporting Standards or International Financial Reporting Standards.**

## Definitions

3 **The following terms are used in this Standard with the meanings specified:**

*Control* **is the power to govern the financial and operating policies of an economic activity so as to obtain benefits from it.**

**The** *equity method* **is a method of accounting whereby an interest in a jointly controlled entity is initially recorded at cost and adjusted thereafter for the post-acquisition change in the venturer's share of net assets of the jointly controlled entity. The profit or loss of the venturer includes the venturer's share of the profit or loss of the jointly controlled entity.**

**An** *investor in a joint venture* **is a party to a joint venture and does not have joint control over that joint venture.**

*Joint control* **is the contractually agreed sharing of control over an economic activity, and exists only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control (the venturers).**

**A** *joint venture* **is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control.**

*Proportionate consolidation* **is a method of accounting whereby a venturer's share of each of the assets, liabilities, income and expenses of a jointly controlled entity is combined line by line with similar items in the venturer's financial statements or reported as separate line items in the venturer's financial statements.**

*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.**

*Significant influence* **is the power to participate in the financial and operating policy decisions of an economic activity but is not control or joint control over those policies.**

**A** *venturer* **is a party to a joint venture and has joint control over that joint venture.**

4 Financial statements in which proportionate consolidation or the equity method is applied are not separate financial statements, nor are the financial statements of an entity that does not have a subsidiary, associate or venturer's interest in a jointly controlled entity.

5 Separate financial statements are those presented in addition to consolidated financial statements, financial statements in which investments are accounted for using the equity method and financial statements in which venturers' interests in joint ventures are proportionately consolidated. Separate financial statements need not be appended to, or accompany, those statements.

6 Entities that are exempted in accordance with paragraph 10 of HKAS 27 from consolidation, paragraph 13(c) of HKAS 28 *Investments in Associates* from applying the equity method or paragraph 2 of this Standard from applying proportionate consolidation or the equity method may present separate financial statements as their only financial statements.

## Forms of joint venture

7 Joint ventures take many different forms and structures. This Standard identifies three broad types— jointly controlled operations, jointly controlled assets and jointly controlled entities—that are commonly described as, and meet the definition of, joint ventures. The following characteristics are common to all joint ventures:

(a) two or more venturers are bound by a contractual arrangement; and

(b) the contractual arrangement establishes joint control.

## Joint control

8 Joint control may be precluded when an investee is in legal reorganisation or in bankruptcy, or operates under severe long-term restrictions on its ability to transfer funds to the venturer. If joint control is continuing, these events are not enough in themselves to justify not accounting for joint ventures in accordance with this Standard.

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### Contractual arrangement

9 The existence of a contractual arrangement distinguishes interests that involve joint control from investments in associates in which the investor has significant influence (see HKAS 28). Activities that have no contractual arrangement to establish joint control are not joint ventures for the purposes of this Standard.

10 The contractual arrangement may be evidenced in a number of ways, for example by a contract between the venturers or minutes of discussions between the venturers. In some cases, the arrangement is incorporated in the articles or other by-laws of the joint venture. Whatever its form, the contractual arrangement is usually in writing and deals with such matters as:

(a) the activity, duration and reporting obligations of the joint venture;

(b) the appointment of the board of directors or equivalent governing body of the joint venture and the voting rights of the venturers;

(c) capital contributions by the venturers; and

(d) the sharing by the venturers of the output, income, expenses or results of the joint venture.

11 The contractual arrangement establishes joint control over the joint venture. Such a requirement ensures that no single venturer is in a position to control the activity unilaterally.

12 The contractual arrangement may identify one venturer as the operator or manager of the joint venture. The operator does not control the joint venture but acts within the financial and operating policies that have been agreed by the venturers in accordance with the contractual arrangement and delegated to the operator. If the operator has the power to govern the financial and operating policies of the economic activity, it controls the venture and the venture is a subsidiary of the operator and not a joint venture.

## Jointly controlled operations

13 The operation of some joint ventures involves the use of the assets and other resources of the venturers rather than the establishment of a corporation, partnership or other entity, or a financial structure that is separate from the venturers themselves. Each venturer uses its own property, plant and equipment and carries its own inventories. It also incurs its own expenses and liabilities and raises its own finance, which represent its own obligations. The joint venture activities may be carried out by the venturer's employees alongside the venturer's similar activities. The joint venture agreement usually provides a means by which the revenue from the sale of the joint product and any expenses incurred in common are shared among the venturers.

14 An example of a jointly controlled operation is when two or more venturers combine their operations, resources and expertise to manufacture, market and distribute jointly a particular product, such as an aircraft. Different parts of the manufacturing process are carried out by each of the venturers. Each venturer bears its own costs and takes a share of the revenue from the sale of the aircraft, such share being determined in accordance with the contractual arrangement.

**15 In respect of its interests in jointly controlled operations, a venturer shall recognise in its financial statements:**

**(a) the assets that it controls and the liabilities that it incurs; and**

**(b) the expenses that it incurs and its share of the income that it earns from the sale of goods or services by the joint venture.**

16 Because the assets, liabilities, income and expenses are recognised in the financial statements of the venturer, no adjustments or other consolidation procedures are required in respect of these items when the venturer presents consolidated financial statements.

17 Separate accounting records may not be required for the joint venture itself and financial statements may not be prepared for the joint venture. However, the venturers may prepare management accounts so that they may assess the performance of the joint venture.

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## Jointly controlled assets

18 Some joint ventures involve the joint control, and often the joint ownership, by the venturers of one or more assets contributed to, or acquired for the purpose of, the joint venture and dedicated to the purposes of the joint venture. The assets are used to obtain benefits for the venturers. Each venturer may take a share of the output from the assets and each bears an agreed share of the expenses incurred.

19 These joint ventures do not involve the establishment of a corporation, partnership or other entity, or a financial structure that is separate from the venturers themselves. Each venturer has control over its share of future economic benefits through its share of the jointly controlled asset.

20 Many activities in the oil, gas and mineral extraction industries involve jointly controlled assets. For example, a number of oil production companies may jointly control and operate an oil pipeline. Each venturer uses the pipeline to transport its own product in return for which it bears an agreed proportion of the expenses of operating the pipeline. Another example of a jointly controlled asset is when two entities jointly control a property, each taking a share of the rents received and bearing a share of the expenses.

**21 In respect of its interest in jointly controlled assets, a venturer shall recognise in its financial statements:**

**(a) its share of the jointly controlled assets, classified according to the nature of the assets;**

**(b) any liabilities that it has incurred;**

**(c) its share of any liabilities incurred jointly with the other venturers in relation to the joint venture;**

**(d) any income from the sale or use of its share of the output of the joint venture, together with its share of any expenses incurred by the joint venture; and**

**(e) any expenses that it has incurred in respect of its interest in the joint venture.**

22 In respect of its interest in jointly controlled assets, each venturer includes in its accounting records and recognises in its financial statements:

(a) its share of the jointly controlled assets, classified according to the nature of the assets rather than as an investment. For example, a share of a jointly controlled oil pipeline is classified as property, plant and equipment.

(b) any liabilities that it has incurred, for example those incurred in financing its share of the assets.

(c) its share of any liabilities incurred jointly with other venturers in relation to the joint venture.

(d) any income from the sale or use of its share of the output of the joint venture, together with its share of any expenses incurred by the joint venture.

(e) any expenses that it has incurred in respect of its interest in the joint venture, for example those related to financing the venturer's interest in the assets and selling its share of the output.

Because the assets, liabilities, income and expenses are recognised in the financial statements of the venturer, no adjustments or other consolidation procedures are required in respect of these items when the venturer presents consolidated financial statements.

23 The treatment of jointly controlled assets reflects the substance and economic reality and, usually, the legal form of the joint venture. Separate accounting records for the joint venture itself may be limited to those expenses incurred in common by the venturers and ultimately borne by the venturers according to their agreed shares. Financial statements may not be prepared for the joint venture, although the venturers may prepare management accounts so that they may assess the performance of the joint venture.

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## Jointly controlled entities

24 A jointly controlled entity is a joint venture that involves the establishment of a corporation, partnership or other entity in which each venturer has an interest. The entity operates in the same way as other entities, except that a contractual arrangement between the venturers establishes joint control over the economic activity of the entity.

25 A jointly controlled entity controls the assets of the joint venture, incurs liabilities and expenses and earns income. It may enter into contracts in its own name and raise finance for the purposes of the joint venture activity. Each venturer is entitled to a share of the profits of the jointly controlled entity, although some jointly controlled entities also involve a sharing of the output of the joint venture.

26 A common example of a jointly controlled entity is when two entities combine their activities in a particular line of business by transferring the relevant assets and liabilities into a jointly controlled entity. Another example is when an entity commences a business in a foreign country in conjunction with the government or other agency in that country, by establishing a separate entity that is jointly controlled by the entity and the government or agency.

27 Many jointly controlled entities are similar in substance to those joint ventures referred to as jointly controlled operations or jointly controlled assets. For example, the venturers may transfer a jointly controlled asset, such as an oil pipeline, into a jointly controlled entity, for tax or other reasons. Similarly, the venturers may contribute into a jointly controlled entity assets that will be operated jointly. Some jointly controlled operations also involve the establishment of a jointly controlled entity to deal with particular aspects of the activity, for example, the design, marketing, distribution or after-sales service of the product.

28 A jointly controlled entity maintains its own accounting records and prepares and presents financial statements in the same way as other entities in conformity with Hong Kong Financial Reporting Standards or International Financial Reporting Standards.

29 Each venturer usually contributes cash or other resources to the jointly controlled entity. These contributions are included in the accounting records of the venturer and recognised in its financial statements as an investment in the jointly controlled entity.

### Financial statements of a venturer

#### Proportionate consolidation

**30 A venturer shall recognise its interest in a jointly controlled entity using proportionate consolidation or the alternative method described in paragraph 38. When proportionate consolidation is used, one of the two reporting formats identified below shall be used.**

31 A venturer recognises its interest in a jointly controlled entity using one of the two reporting formats for proportionate consolidation irrespective of whether it also has investments in subsidiaries or whether it describes its financial statements as consolidated financial statements.

32 When recognising an interest in a jointly controlled entity, it is essential that a venturer reflects the substance and economic reality of the arrangement, rather than the joint venture's particular structure or form. In a jointly controlled entity, a venturer has control over its share of future economic benefits through its share of the assets and liabilities of the venture. This substance and economic reality are reflected in the consolidated financial statements of the venturer when the venturer recognises its interests in the assets, liabilities, income and expenses of the jointly controlled entity by using one of the two reporting formats for proportionate consolidation described in paragraph 34.

33 The application of proportionate consolidation means that the ~~balance sheet~~statement of financial position of the venturer includes its share of the assets that it controls jointly and its share of the liabilities for which it is jointly responsible. The ~~income~~ statement of comprehensive income of the venturer includes its share of the income and expenses of the jointly controlled entity. Many of the procedures appropriate for the application of proportionate consolidation are similar to the procedures for the consolidation of investments in subsidiaries, which are set out in HKAS 27.

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34 Different reporting formats may be used to give effect to proportionate consolidation. The venturer may combine its share of each of the assets, liabilities, income and expenses of the jointly controlled entity with the similar items, line by line, in its financial statements. For example, it may combine its share of the jointly controlled entity's inventory with its inventory and its share of the jointly controlled entity's property, plant and equipment with its property, plant and equipment. Alternatively, the venturer may include separate line items for its share of the assets, liabilities, income and expenses of the jointly controlled entity in its financial statements. For example, it may show its share of a current asset of the jointly controlled entity separately as part of its current assets; it may show its share of the property, plant and equipment of the jointly controlled entity separately as part of its property, plant and equipment. Both these reporting formats result in the reporting of identical amounts of profit or loss and of each major classification of assets, liabilities, income and expenses; both formats are acceptable for the purposes of this Standard.

35 Whichever format is used to give effect to proportionate consolidation, it is inappropriate to offset any assets or liabilities by the deduction of other liabilities or assets or any income or expenses by the deduction of other expenses or income, unless a legal right of set-off exists and the offsetting represents the expectation as to the realisation of the asset or the settlement of the liability.

**36 A venturer shall discontinue the use of proportionate consolidation from the date on which it ceases to have joint control over a jointly controlled entity.**

37 A venturer discontinues the use of proportionate consolidation from the date on which it ceases to share in the control of a jointly controlled entity. This may happen, for example, when the venturer disposes of its interest or when such external restrictions are placed on the jointly controlled entity that the venturer no longer has joint control.

## Equity method

**38 As an alternative to proportionate consolidation described in paragraph 30, a venturer shall recognise its interest in a jointly controlled entity using the equity method.**

39 A venturer recognises its interest in a jointly controlled entity using the equity method irrespective of whether it also has investments in subsidiaries or whether it describes its financial statements as consolidated financial statements.

40 Some venturers recognise their interests in jointly controlled entities using the equity method, as described in HKAS 28. The use of the equity method is supported by those who argue that it is inappropriate to combine controlled items with jointly controlled items and by those who believe that venturers have significant influence, rather than joint control, in a jointly controlled entity. This Standard does not recommend the use of the equity method because proportionate consolidation better reflects the substance and economic reality of a venturer's interest in a jointly controlled entity, that is to say, control over the venturer's share of the future economic benefits. Nevertheless, this Standard permits the use of the equity method, as an alternative treatment, when recognising interests in jointly controlled entities.

**41 A venturer shall discontinue the use of the equity method from the date on which it ceases to have joint control over, or have significant influence in, a jointly controlled entity.**

## Exceptions to proportionate consolidation and equity method

**42 Interests in jointly controlled entities that are classified as held for sale in accordance with HKFRS 5 shall be accounted for in accordance with that HKFRS.**

43 When an interest in a jointly controlled entity previously classified as held for sale no longer meets the criteria to be so classified, it shall be accounted for using proportionate consolidation or the equity method as from the date of its classification as held for sale. Financial statements for the periods since classification as held for sale shall be amended accordingly.

44 [Deleted].

**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 ~~venturer~~ investor 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.**

**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.

### Separate financial statements of a venturer

**46** **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.**

47 This Standard does not mandate which entities produce separate financial statements available for public use.

## Transactions between a venturer and a joint venture

**48** **When a venturer contributes or sells assets to a joint venture, recognition of any portion of a gain or loss from the transaction shall reflect the substance of the transaction. While the assets are retained by the joint venture, and provided the venturer has transferred the significant risks and rewards of ownership, the venturer shall recognise only that portion of the gain or loss that is attributable to the interests of the other venturers.[*] The venturer shall recognise the full amount of any loss when the contribution or sale provides evidence of a reduction in the net realisable value of current assets or an impairment loss.**

**49** **When a venturer purchases assets from a joint venture, the venturer shall not recognise its share of the profits of the joint venture from the transaction until it resells the assets to an independent party. A venturer shall recognise its share of the losses resulting from these transactions in the same way as profits except that losses shall be recognised immediately when they represent a reduction in the net realisable value of current assets or an impairment loss.**

† Amendments effective for annual periods beginning on or after 1 July 2009.

* See also HKAS-Int-13 *Jointly Controlled Entities — Non-Monetary Contributions by Venturers*.

50 To assess whether a transaction between a venturer and a joint venture provides evidence of impairment of an asset, the venturer determines the recoverable amount of the asset in accordance with HKAS 36 *Impairment of Assets*. In determining value in use, the venturer estimates future cash flows from the asset on the basis of continuing use of the asset and its ultimate disposal by the joint venture.

## Reporting interests in joint ventures in the financial statements of an investor

**51 An investor in a joint venture that does not have joint control shall account for that investment in accordance with HKAS 39 or, if it has significant influence in the joint venture, in accordance with HKAS 28.**

## Operators of joint ventures

**52 Operators or managers of a joint venture shall account for any fees in accordance with HKAS 18 *Revenue*.**

53 One or more venturers may act as the operator or manager of a joint venture. Operators are usually paid a management fee for such duties. The fees are accounted for by the joint venture as an expense.

## Disclosure

**54 A venturer shall disclose the aggregate amount of the following contingent liabilities, unless the probability of loss is remote, separately from the amount of other contingent liabilities:**

- **(a) any contingent liabilities that the venturer has incurred in relation to its interests in joint ventures and its share in each of the contingent liabilities that have been incurred jointly with other venturers;**
- **(b) its share of the contingent liabilities of the joint ventures themselves for which it is contingently liable; and**
- **(c) those contingent liabilities that arise because the venturer is contingently liable for the liabilities of the other venturers of a joint venture.**

**55 A venturer shall disclose the aggregate amount of the following commitments in respect of its interests in joint ventures separately from other commitments:**

- **(a) any capital commitments of the venturer in relation to its interests in joint ventures and its share in the capital commitments that have been incurred jointly with other venturers; and**
- **(b) its share of the capital commitments of the joint ventures themselves.**

**56 A venturer shall disclose a listing and description of interests in significant joint ventures and the proportion of ownership interest held in jointly controlled entities. A venturer that recognises its interests in jointly controlled entities using the line-by-line reporting format for proportionate consolidation or the equity method shall disclose the aggregate amounts of each of current assets, long-term assets, current liabilities, long-term liabilities, income and expenses related to its interests in joint ventures.**

**57 A venturer shall disclose the method it uses to recognise its interests in jointly controlled entities.**

## Effective date and transition

**58 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.**

58a If an entity decides to apply this Standard for an earlier period, it is not required to apply all the HKASs with the same effective date for that same period. However, it is required to apply the amendments set out in the appendix on amendments to other pronouncements for that earlier period.

**58A HKAS 27 (as amended in 2008) amended paragraphs 45 and 46 and added paragraphs 45A and 45B. An entity shall apply the amendment to paragraph 46 retrospectively and the ~~those~~ amendments~~s~~ to paragraph 45 and paragraphs 45A and 45B prospectively 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.**

58B Paragraph 1 was amended by *Improvements to HKFRSs* issued in October 2008. An entity shall apply that amendment for annual periods beginning on or after 1 January 2009. Earlier application is permitted. If an entity applies the amendment for an earlier period it shall disclose that fact and apply for that earlier period the amendments to paragraph 3 of HKFRS 7 *Financial Instruments: Disclosures*, paragraph 1 of HKAS 28 and paragraph 4 of HKAS 32 *Financial Instruments: Presentation* issued in October 2008. An entity is permitted to apply the amendment prospectively.

58C *[This paragraph refers to amendments with an effective date after 1 January 2012, and is therefore not included in this edition.]*

58D Paragraph 58A was amended by *Improvements to HKFRSs* issued in May 2010. An entity shall apply that amendment for annual periods beginning on or after 1 July 2010. Earlier application is permitted. If an entity applies the amendment before 1 July 2010 it shall disclose that fact.

## Withdrawal of SSAP 21 (revised 2001)

59 This Standard supersedes SSAP 21 *Accounting for Interests in Joint Ventures* (revised in 2001).

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# 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.

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# 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.*

# 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.*

## HKFRS 9 *Financial Instruments* (issued in November 2009) - effective for annual periods beginning on or after 1 January 2013

Paragraph IN5 is amended as follows:

IN5 The Standard does not apply to investments that would otherwise be interests of venturers in jointly controlled entities held by venture capital organisations, mutual funds, unit trusts and similar entities when those investments are classified as held for trading and accounted for at fair value through profit or loss in accordance with HKFRS 9 *Financial Instruments* and HKAS 39 *Financial Instruments: Recognition and Measurement*. Those investments are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they occur.

Paragraphs 1, 45–45B and 51 are amended and paragraph 58C is added as follows:

**1 This Standard shall be applied in accounting for interests in joint ventures and the reporting of joint venture assets, liabilities, income and expenses in the financial statements of venturers and investors, regardless of the structures or forms under which the joint venture activities take place. However, it does not apply to venturers' interests in jointly controlled entities held by:**

**(a) venture capital organisations, or**

**(b) mutual funds, unit trusts and similar entities including investment-linked insurance funds**

**that are measured upon initial recognition are designated as at fair value through profit or loss or are classified as held for trading and accounted for in accordance with HKFRS 9 *Financial Instruments* and HKAS 39 *Financial Instruments: Recognition and Measurement*. An entity shall measure such Such investments shall be measured at fair value through profit or loss in accordance with HKFRS 9 HKAS 39, with changes in fair value recognised in profit or loss in the period of the change. A venturer holding such an interest shall make the disclosures required by paragraphs 55 and 56.**

**45 When an investor ceases to have joint control over an entity, it shall account for any remaining investment in accordance with HKFRS 9 and HKAS 39 from that date, provided that the former jointly controlled entity does not become a subsidiary or associate. From …**

**45A When an investment ceases to be a jointly controlled entity and is accounted for in accordance with HKFRS 9 and 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 HKFRS 9 HKAS 39.**

45B If an investor loses joint control of an entity, … For example, if a jointly controlled entity has cumulative exchange differences relating to a foreign operation 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 the foreign operation those assets. If ...

**51 An investor in a joint venture that does not have joint control shall account for that investment in accordance with HKFRS 9 and HKAS 39 or, if it has significant influence in the joint venture, in accordance with HKAS 28.**

58C HKFRS 9, issued in November 2009, amended paragraphs 1, 45–45B and 51. An entity shall apply those amendments when it applies HKFRS 9.

# Basis for Conclusions on IAS 31 *Interests in Joint Ventures*

*This Basis for Conclusions accompanies, but is not part of, IAS 31.*

HKAS 31 is based on IAS 31 *Interests in Joint Ventures*. In approving HKAS 31, the Council of the Hong Kong Institute of Certified Public Accountants considered and agreed with the IASB's Basis for Conclusions on IAS 31. Accordingly, there are no significant differences between HKAS 31 and IAS 31. The IASB's Basis for Conclusions is reproduced below. The paragraph numbers of IAS 31 referred to below generally correspond with those in HKAS 31.

## Introduction

BC1 This Basis for Conclusions summarises the International Accounting Standards Board's considerations in reaching its conclusions on revising IAS 31 *Financial Reporting of Interests in Joint Ventures* in 2003. 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 *Consolidated Financial Statements and Accounting for Investments in Subsidiaries* and IAS 28 *Accounting for Investments in Associates*. 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. Because of the changes that were to be proposed for the revised versions of IAS 27 *Consolidated and Separate Financial Statements* and IAS 28 *Investments in Associates*, the Board also proposed to make some important consequential amendments to IAS 31 *Financial Reporting of Interests in Joint Ventures*.

BC3 Because the Board's intention was not to reconsider the fundamental approach to the accounting for joint ventures established by IAS 31 and to reflect only those changes related to its decisions in the Improvements project, in particular in relation to IAS27 and IAS 28, this Basis for Conclusions does not discuss requirements in IAS 31 that the Board has not reconsidered. However, because of the scale of the amendments to the Standard, the Board believes it will be helpful to users to issue IAS 31 along with the Standards that were previously identified for revision as part of the Improvements project.

## Scope exclusion: investments in joint ventures held by venture capital organisations, mutual funds, unit trusts and similar entities

BC4 There are no specific requirements that address accounting for investments by venture capital organisations, mutual funds, unit trusts and similar entities. As a result, depending on whether an entity has control, joint control or significant influence over an investee, one of the following Standards is applied:

(a) IAS 27 *Consolidated and Separate Financial Statements,*

(b) IAS 28 *Investments in Associates*, or

(c) IAS 31 *Interests in Joint Ventures*.

BC5 The Board considered whether another approach is appropriate for these investors when they do not have control but have joint control or significant influence over their investees. The Board noted that use of proportionate consolidation or the equity method for investments held by venture capital organisations, mutual funds, unit trusts and similar entities often produces information that is not relevant to their management and investors and that fair value measurement produces more relevant information in these circumstances. As noted in the Basis for Conclusions on IAS 27, the Board 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 and should not be affected by whether management intends to hold an investment in an entity that it controls for the short term. 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.

BC6 In addition, the Board noted that there may be frequent changes in the level of ownership in these investments and that financial statements are less useful if there are frequent changes in the method of accounting for an investment.

## Measurement at fair value in accordance with IAS 39

BC7 Accordingly, the Board decided that investments held by venture capital organisations, mutual funds, unit trusts and similar entities including investment-linked insurance funds should be excluded from the scope of IAS 31 when they are measured at fair value in accordance with IAS 39 *Financial Instruments: Recognition and Measurement*. The Board understands that fair value information is often readily available because fair value measurement is a well-established practice in these industries including for investments in entities in the early stages of their development or in non-listed entities.

## Treatment of changes in fair value

BC8 The Board decided that if venture capital organisations, mutual funds, unit trusts and similar entities are to be excluded from the scope of IAS 31, it should be only when they recognise changes in the fair value of their interests in joint ventures in profit or loss in the period in which those changes occur. This is to achieve the same treatment as for investments in subsidiaries or associates that are not consolidated or accounted for using the equity method because control or significant influence is intended to be temporary. The Board's approach distinguishes between accounting for the investment and accounting for the economic entity. In relation to the former, the Board decided that there should be consistency in the treatment of all investments, including changes in the fair value of these investments.

BC9 The Board noted that if such investments were classified in accordance with IAS 39, they would not always meet the definition of investments classified as held for trading because venture capital organisations may hold an investment for a period of 3-5 years. In accordance with IAS 39 such an investment is classified as available for sale (unless the entity elects to designate the investment on initial recognition at fair value through profit or loss). Classification as available for sale would not result in recognising changes in fair value in profit or loss . To achieve a similar effect on income to that of applying proportionate consolidation or the equity method, the Board decided to exempt investments held by venture capital organisations, mutual funds, unit trusts and similar entities from this Standard only when they are measured at fair value through profit or loss (either by designation or because they meet the definition in IAS 39 of held for trading).

## Reference to 'well-established' industry practices

BC10 The Exposure Draft of IAS 28 proposed to limit the availability of the scope exclusion to situations in which well-established industry practice existed. Some respondents noted that the development of industry practice to measure such investments at fair value would have been precluded in industries established in countries already applying IFRSs. The Board confirmed that the main purpose of the reference to 'well-established' practice in the Exposure Draft was to emphasise that the exclusion would apply generally to those investments for which fair value is already available.

BC11 Therefore, the Board decided that the availability of the exclusion from the scope of IAS 31 should be based only on the nature of an entity's activities and to delete the reference to 'well-established' practices. The Board understands that measurement of these investments at fair value is 'well-established' practice in these industries.

## Definition of 'venture capital organisations'

BC12 The Board decided not to define further those 'venture capital organisations and similar entities' excluded from the scope of IAS 31. Apart from recognising the difficulties of arriving at a universally applicable definition, the Board did not want inadvertently to make it difficult for entities to measure investments at fair value. However, the Board decided to clarify that the reference to 'similar entities' in the scope exclusion includes investment linked insurance funds.

## Application of proportionate consolidation or the equity method

### Temporary joint control

BC13 The Board considered whether to remove the exemption from applying proportionate consolidation or the equity method when joint control in a joint venture is intended to be temporary. The Board decided to consider this issue as part of a comprehensive standard dealing with asset disposals. It decided to retain an exemption from applying proportionate consolidation or the equity method when there is evidence that an interest in a joint venture 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* proposes to measure and present assets held for sale in a consistent manner irrespective of whether they are held by an investor in an associate, a joint venture or a subsidiary.*

### Severe long-term restrictions impairing ability to transfer funds to the investor

BC14 The Board decided to remove the exemption from applying proportionate consolidation or the equity method for an interest in a joint venture that previously applied when severe long-term restrictions impaired a venture's ability to transfer funds to the venturer. It did so because such circumstances may not preclude the venturer's joint control over the venture. The Board decided that an investor should, when assessing its ability to exercise joint control over an entity, consider restrictions on the transfer of funds from the entity to the investor. In themselves, such restrictions do not preclude the existence of joint control.

### Non-coterminous year-ends

BC15 The Exposure Draft of May 2002 proposed to limit to three months any difference between the reporting dates of the venturer and the venture when applying proportionate consolidation or the equity method. Some respondents to that Exposure Draft believed that it could be impracticable for the venturer to prepare financial statements as of the same date when the date of the venturer's and the venture's financial statements differ by more than three months. The Board noted that a three-month limit operates in several jurisdictions and it was concerned that a longer period, such as six months, would lead to the recognition of stale information. Therefore, it decided to retain the three-month limit.

### 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.

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* In March 2004, the Board issued IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. IFRS 5 removes this scope exclusion and now eliminates the exemption from applying proportionate consolidation or the equity method when joint control of a joint venture is intended to be temporary. See IFRS 5 Basis for Conclusions for further discussion.

† 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.

## Scope (2008 amendment)*

BC17 The Board identified an apparent inconsistency in the disclosure requirements for entities that are eligible and elect to account for their interests in jointly controlled entities at fair value in accordance with IAS 39. Those interests are excluded from the scope of IAS 31 and the entities are therefore not required to make the disclosures that the Standard would otherwise require. However, IAS 32 *Financial Instruments: Presentation* and IFRS 7 *Financial Instruments: Disclosures* both require entities that account for interests in jointly controlled entities in accordance with IAS 39 to make the disclosures required by IAS 31 in addition to the disclosures they require.

BC18 The Board decided to remove this inconsistency by deleting from IAS 32 and IFRS 7 the general requirement to make the IAS 31 disclosures, and instead identifying the specific disclosures that should be made. The Board noted that the specific disclosures identified would be relevant because of the significant interest venturers hold in such investments. The Board also decided to delete from IAS 32 and IFRS 7 the requirement to make the disclosures in IAS 27 because it duplicates the requirement in IAS 27.

* This section was added as a consequence of an amendment to IAS 31 by *Improvements to IFRSs* issued in May 2008.

# Appendix

## Amendments resulting from other Basis for Conclusions

*The following sets out amendments required for this Basis for Conclusions resulting from other newly issued IFRSs 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.*

## ~~IFRS 9 *Financial Instruments* (issued in November 2009) - effective for annual periods beginning on or after 1 January 2013~~

~~In paragraph BC7 the reference to 'IAS 39 *Financial Instruments: Recognition and Measurement*' is footnoted as follows:~~

~~* In November 2009 the Board amended some of the requirements of IAS 39 and relocated them to IFRS 9 *Financial Instruments*. IFRS 9 applies to all assets within the scope of IAS 39.~~

~~In paragraph BC9 the first reference to IAS 39 is footnoted as follows:~~

~~* In November 2009 the Board amended the requirements of IAS 39 relating to classification and measurement of assets within the scope of IAS 39 and relocated them to IFRS 9 *Financial Instruments*. IFRS 9 eliminated the available-for-sale category and permits entities to make an irrevocable election to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument that is not held for trading.~~

~~In paragraph BC17 the first reference to 'IAS 39' is footnoted as follows:~~

~~* In November 2009 the IASB amended the requirements of IAS 39 relating to classification and measurement of assets within the scope of IAS 39 and relocated them to IFRS 9 *Financial Instruments*. IFRS 9 applies to all assets within the scope of IAS 39.~~

# Table of Concordance

This table shows how the contents of the superseded SSAP 21 and the current HKAS 31 correspond. Paragraphs are treated as corresponding if they broadly address the same matter even though the guidance may differ.

| Superseded SSAP 21 paragraph | Current HKAS 31 paragraph |
|---|---|
| 1 | 1 |
| 2 | 3 |
| 3 | 7 |
| 4 | 9 |
| 5 | 10 |
| 6 | 11 |
| 7 | 12 |
| 8 | None |
| 9 | 13 |
| 10 | 14 |
| 11 | 15 |
| 12 | 16 |
| 13 | 17 |
| 14 | 18 |
| 15 | 19 |
| 16 | 20 |
| 17 | 21 |
| 18 | 22 |
| 19 | 23 |
| 20 | 24 |
| 21 | 25 |
| 22 | 26 |
| 23 | 27 |
| 24 | 28 |
| 25 | 29 |

| Superseded SSAP 21 paragraph | Current HKAS 31 paragraph |
|---|---|
| 26 | 38 |
| 27 | 41 |
| 28 | 42 |
| 29 | None |
| 30 | None |
| 31 | 45 |
| 32-33 | 46 |
| 36 | 48 |
| 37 | 49 |
| 38 | 50 |
| 39-41 | HKAS-Int-13 |
| 42 | 51 |
| 43 | 52 |
| 44 | 53 |
| 45 | 56 |
| 46 | None |
| 47 | None |
| 48 | None |
| 49 | None |
| 50 | 54 |
| 51 | 55 |
| 52 | None |
| 53 | None |
| 54 | None |
| 55 | 58 |

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| Superseded SSAP 21 paragraph | Current HKAS 31 paragraph |
|---|---|
| None | 2 |
| None | 4-6 |
| None | 8 |
| None | 30-37 |

| Superseded SSAP 21 paragraph | Current HKAS 31 paragraph |
|---|---|
| None | 39 |
| None | 40 |
| None | 43,44 |
| None | 47 |
| None | 57 |
| None | 59 |