



普华永道

普华永道国际财务报告准则实务指引系列（第四册）

PricewaterhouseCoopers IFRS MOA Series (Volume Four)

国际财务报告准则 实务指引

第十二章——以股份为基础的支付（“股份支付”）

Chapter 12 – Share-based payment



主译 陈保郎

翻译组主要成员 郑子慧 林 燕

中·英·文·对·照

English with Chinese Translation



中国财政经济出版社



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Manual of Accounting — IFRS 2010

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Preface

Businesses around the world are becoming more global and much of the accounting standard – setters' focus today is concerned with global harmonisation of accounting requirements. Against this backdrop, International Financial Reporting Standards (IFRS) have become increasingly important as the global business language. IFRS aims to be a comprehensive set of neutral principles that produce consistent, comparable, relevant and reliable financial information useful for investors, lenders, creditors, and those who make decisions in the capital markets. PricewaterhouseCoopers (PwC) is strongly committed to a common goal of promoting these financial reporting standards to preparers and users.

The IFRS Manual of Accounting is a comprehensive practical guide to IFRS and provides straightforward explanations of how to prepare financial statements in accordance with IFRS, with hundreds of practical examples. The Manual was developed based on the extensive experience of the PwC's global network of firms.

Due to the importance of IFRS for many companies in China and the continued convergence of China Accounting Standards and IFRS, PwC China has undertaken a significant project to translate our IFRS Manual of Accounting into Chinese. We sincerely hope that our IFRS Manual of Accounting with Chinese Translation provides practical insights and can help finance directors, accountants, auditors, analysts and other users of financial statements to bridge the gap between accounting principles and their application.

Ernest Ip
Senior Partner
PwC China and Hong Kong

前 言

全世界的商业正变得更为全球化，且如今会计准则制定者的大部分关注点在于会计规定的全球一致化。在此背景下，国际财务报告准则（以下简称为“IFRS”）作为全球商业用语变得愈发重要。IFRS 旨在成为一套全面性、中性的原则，向投资者、借款方、债权人及其他需在资本市场中作出决策的人士提供一致的、可比较的、相关的及可靠的财务信息。普华永道致力于将这些财务准则推广给财务报表编制者及使用者这一共同目标。

本国际财务报告准则实务指引是对 IFRS 的全面性实务指引，该指引是基于普华永道全球成员机构网络丰富的经验予以归纳而成的。对如何按照 IFRS 编制财务报表提供了简明的阐述，并附有诸多实务示例。

鉴于 IFRS 对中国的许多公司的重要性及中国会计准则与 IFRS 的持续趋同，普华永道中国已着手开始了一项具有重大意义的项目，即将国际财务报告准则实务指引译成中文。我们诚挚地希望本国际财务报告准则实务指引及其中文翻译能够提供实用的见解，并能够作为会计原则与其具体应用之间的桥梁来帮助财务总监、会计人员、审计人员、分析人员及其他财务报表使用者。

叶冠荣
首席合伙人
普华永道中国及香港

Overview/Introduction

The recent economic difficulties have put the spotlight on accounting standards, and the past two years have been very interesting times for the accounting profession globally. There has also been a keen focus to improve the long term development of the CPA profession within China. As the Ministry of Finance and other regulatory bodies continue to promulgate legislation to promote the development of the Chinese CPA profession, we hope the release of our IFRS Manual of Accounting with Chinese Translation will also contribute to this effort.

The Ministry of Finance issued the Accounting Standards for Business Enterprises (hereafter referred to as “*China Accounting Standards*” or “*CAS*”) in 2006. CAS incorporates all of the principles of IFRS and there has been a continued focus on convergence over the last few years. Additionally, IFRS is becoming increasingly important for many companies in China, including domestic companies seeking to raise capital overseas, as well as for foreign companies that have operations in China. With the continued convergence of CAS and IFRS, the release of our IFRS Manual of Accounting with Chinese Translation brings to China the extensive collective experience of the PwC’s global network of firms in applying IFRS.

We hope this Manual will play a part in promoting consistent, comparable, relevant and reliable IFRS financial information and will serve as a reference tool for accounting students, academics, practitioners and users of financial statements in better understanding and implementing IFRS. More importantly, we hope the advice given in this text will assist those dealing with the many issues faced in preparing IFRS financial statements and provide helpful insight to users of such statements.

Raymund Chao
Asia Pacific Assurance Leader
PwC

概述/引言

近期的经济困境使得会计准则成为公众焦点，因而在过去的两年中对于全球会计行业是一段令人关注的时期。同时人们也热切地关注着中国境内注册会计师行业的长期发展。由于财政部及其他监管机构持续颁布法规以推动中国注册会计师行业的发展，我们希望本国际财务报告准则实务指引及其中文翻译的发行也能够对此作出贡献。

财政部于 2006 年颁布了《企业会计准则》（以下称为“中国会计准则”或“CAS”）CAS 包含了 IFRS 中的所有原则，且在过去的几年里持续致力于两者的趋同。此外，IFRS 对于中国的许多公司来说越来越重要，包括寻求筹集海外资本的国内公司以及由外国公司在中国境内投资的公司。随着 CAS 与 IFRS 的持续趋同，本国际财务报告准则实务指引及其中文翻译的发行将给中国带来普华永道全球成员机构网络在适用 IFRS 方面丰富的经验。

我们希望本指引能够在推广一致的、可比的、相关的以及可靠的 IFRS 财务信息中起到作用，并且可以作为会计领域的学生、学者、从业人员及财务报表使用者更好地理解及运用 IFRS 的参考工具。更为重要的是，我们希望本指引中提出的建议能够帮助其处理在编制 IFRS 财务报表时遇到的问题，并向此类财务报表使用者提供有用的观点。

赵柏基

普华永道亚太区审计部主管合伙人

How to use this publication

Given the increasing importance of IFRS in China and the continued convergence of CAS and IFRS, the accounting technical team of PwC China and Hong Kong have undertaken a significant project to translate the IFRS Manual of Accounting into Chinese.

The Manual is a practical guide in applying IFRS and the views are based on the extensive experience of the PwC's global network of firms. However, IFRS is not static and is continuously developing. The views on its interpretation and application will adapt and evolve. The views expressed in this Manual are a guide to applying IFRS rather than a set of definitive interpretations. The application of IFRS requires significant judgement and specific facts and circumstances should be carefully considered.

IFRS Manual of Accounting with Chinese Translation will be released in different volumes. Depending on the topic, each release may be a chapter or a combination of a number of chapters from the Manual.

Because of the interdependencies between individual IFRS, there are many cross references between different chapters of the Manual. Although the IFRS Manual of Accounting with Chinese Translation will be released in different volumes, the cross references have been maintained. Users are encouraged to refer to those cross references in other translated chapters or to the English version of the Manual if it helps in their understanding.

This book is the fourth volume of IFRS Manual of Accounting Series with Chinese Translation. The content covers Chapter 12 – Share-based payment of the English version and its translation. While every effort has been made to ensure an accurate translation, reference should be made to the English version in the event there are any differences between the Chinese and English versions.

使用说明

鉴于 IFRS 在中国愈发重要以及 CAS 和 IFRS 的持续趋同，普华永道中国及香港的会计专业技术支持部门已着手开始了一项具有重大意义的项目，即将国际财务报告准则实务指引译成中文。

国际财务报告准则实务指引是对应用 IFRS 的实务指引，其中的观点是基于普华永道全球成员机构网络丰富的经验。然而，IFRS 不是静止的，而是持续发展的；因此，对 IFRS 的解释和适用会有所改变和发展。本指引表达的观点是对适用 IFRS 的一种指引，而非一套具有决定性的解释。IFRS 的应用需要大量的判断，还应当谨慎考虑特定的事实及所处的环境。

IFRS 实务指引及其中文翻译版将分成多册发行。根据主题，每一册可能是本指引的某一章节或是包含某几个章节。

由于各个 IFRS 准则之间的相互依存，因此本指引中不同的章节会相互参照索引。尽管 IFRS 实务指引及其中文翻译版将分成多册发行，但仍保留此类相互参照索引。如果有助于理解，我们鼓励读者阅读此类相互参照索引时参考其他已翻译的章节或指引的英文版。

本书为普华永道国际财务报告准则实务指引系列（中英文对照）的第四册。内容为英文原版的《国际财务报告准则实务指引》中的《第十二章——以股份为基础的支付（“股份支付”）》。我们已尽最大的努力来确保翻译的准确，但中文翻译版与英文版出现不一致时，应参考英文版。

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国际财务报告解释委员会

国际财务报告准则 (亦请参见 IAS)

IG	Implementation Guidance (to an accounting standard)
IPO	initial public offering
NCI	Non – controlling interest
OCI	other comprehensive income
para(s)	paragraph(s) of Schedules to the Companies Acts, or IFRSs or IASs or FRSs, or SSAPs, or FREDs, or EDs, or DPs, or text
PPE	property, plant and equipment
SARs	share appreciation rights
SAYE	save as you earn
SIC	Standing Interpretation Committee of the IASC (see IFRIC)
TSR	total shareholder return
SPE	special purpose entity
US SEC	US Securities and Exchange Commission
UK	United Kingdom
US	United States of America

(某一准则的) 应用指南

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美国

The English version of our IFRS Manual of Accounting Series includes 2 books; IFRS Manual of Accounting and IFRS Manual of Accounting – Financial Instruments with the following chapters.

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- 02 – Accounting principles and applicability of IFRS
- 03 – First-time adoption of IFRS
- 04 – Presentation of financial statements
- 05 – Accounting policies, accounting estimates and errors
- 06 – Hyper-inflation
- 07 – Foreign currencies
- 08 – Insurance contracts

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- 09 – Revenue and construction contracts
- 10 – Segment reporting
- 11 – Employee benefits
- 12 – Share-based payment**
- 13 – Taxation
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- 21 – Provisions and contingencies
- 22 – Events after the reporting period and financial commitments
- 23 – Share capital and reserves

英文原版的普华永道国际财务报告准则实务指引系列包括《国际财务报告准则实务指引》和《国际财务报告准则实务指引——金融工具》两本书，其所有章节列示如下：

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- 09 – 收入与建造合同
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- 11 – 职工福利
- 12 – 以股份为基础的支付 (“股份支付”)**
- 13 – 所得税会计
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