

# 关联方关系及其交易的波露

中华人民共和国财政部制定

中国财政经济出版社

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## 关于印发《企业会计准则——关联方 关系及其交易的披露》的通知

国务院有关主管部门,各省、自治区、直辖市、计划单列市财政厅(局):

为了适应社会主义市场经济的需要,规范企业有关 关联方会计信息的披露,我们制定了《企业会计准则—— 关联方关系及其交易的披露》,现印发给你们,请布置所 属的上市公司从 1997 年 1 月 1 日起执行,其他企业可暂 不执行。执行中有何问题,请及时函告我部。

- 附件:1.《企业会计准则——关联方关系及其交易的 披露》
  - 2.《企业会计准则——关联方关系及其交易的 披露》指南

一九九七年五月二十二日

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# 第一部分

企业会计准则——关联方 关系及其交易的披露



# 企业会计准则——关联方 关系及其交易的披露

### 引言

- 1. 本准则规范关联方关系和关联方交易的披露。
- 2. 本准则不要求:
- (1) 在合并会计报表中披露包括在合并会计报表中的企业集团成员之间的交易;
- (2) 在与合并会计报表一同提供的母公司会计报表中披露关联方交易。

### 定义

- 3. 本准则使用的下列术语定义为:
- (1) 控制,指有权决定一个企业的财务和经营政策,并能据以从该企业的经营活动中获取利益。
  - (2) 共同控制, 指按合同约定对某项经济活动所共有的控制。
- (3) 重大影响,指对一个企业的财务和经营政策有参与决策的权力,但并不决定这些政策。参与决策的途径主要包括:在董事会或类似的权力机构中派有代表;参与政策的制定过程;互相交换管理人员,或使其他企业依赖于本企业的技术资料等。
  - (4) 母公司,指能直接或间接控制其他企业的企业。
  - (5) 子公司,指被母公司控制的企业。

- (6) 合营企业,指按合同规定经营活动由投资双方或若干方 共同控制的企业。
- (7) 联营企业,指投资者对其具有重大影响,但不是投资者的子公司或合营企业的企业。
- (8) 主要投资者个人,指直接或间接地控制一个企业 10%或以上表决权资本的个人投资者。
- (9) 关键管理人员,指有权力并负责进行计划、指挥和控制 企业活动的人员。
- (10) 关系密切的家庭成员, 指在处理与企业的交易时有可能 影响某人或受其影响的家庭成员。

### 关联方关系

- 4. 在企业财务和经营决策中,如果一方有能力直接或间接控制、共同控制另一方或对另一方施加重大影响,本准则将其视为关联方;如果两方或多方同受一方控制,本准则也将其视为关联方。
  - 5. 本准则涉及的关联方关系主要指:
- (1) 直接或间接地控制其他企业或受其他企业控制,以及同受某一企业控制的两个或多个企业(例如:母公司、子公司、受同一母公司控制的子公司之间);
  - (2) 合营企业;
  - (3) 联营企业;
- (4) 主要投资者个人、关键管理人员或与其关系密切的家庭成员;
- (5) 受主要投资者个人、关键管理人员或与其关系密切的家庭成员直接控制的其他企业。
  - 6. 本准则不将下列各方视为关联方:

- (1) 与企业仅发生日常往来而不存在其他关联方关系的资金 提供者、公用事业部门、政府部门和机构,虽然他们可能参与企 业的财务和经营决策,或在某种程度上限制企业的行动自由。
- (2) 仅仅由于与企业发生大量交易而存在经济依存性的单个购买者、供应商或代理商。
- 7. 国家控制的企业间不应仅仅因为彼此同受国家控制而成为关联方,但企业间存有第5(1)至(3)的关系,或根据第5(5)受同一关键管理人员或与其关系密切的家庭成员直接控制时,彼此应视为关联方。

### 关联方交易

- 8. 关联方交易是指在关联方之间发生转移资源或义务的事项,而不论是否收取价款。以下是关联方交易的例子:
  - (1) 购买或销售商品;
  - (2) 购买或销售除商品以外的其他资产;
  - (3) 提供或接受劳务;
  - (4) 代理;
  - (5) 租赁;
- (6) 提供资金(包括以现金或实物形式的贷款或权益性资金);

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- (7) 担保和抵押;
- (8) 管理方面的合同;
- (9) 研究与开发项目的转移;
- (10) 许可协议;
- (11) 关键管理人员报酬。

### 披露

- 9. 在存在控制关系的情况下,关联方如为企业时,不论他们之间有无交易,都应当在会计报表附注中披露如下事项:
- (1) 企业经济性质或类型、名称、法定代表人、注册地、注册资本及其变化;
  - (2) 企业的主营业务:
  - (3) 所持股份或权益及其变化。
- 10. 在企业与关联方发生交易的情况下,企业应当在会计报 表附注中披露关联方关系的性质、交易类型及其交易要素,这些 要素一般包括:
  - (1) 交易的金额或相应比例;
  - (2) 未结算项目的金额或相应比例;
  - (3) 定价政策(包括没有金额或只有象征性金额的交易)。
- 11. 关联方交易应当分别关联方以及交易类型予以披露,类型相同的关联方交易,在不影响会计报表阅读者正确理解的情况下可以合并披露。

### 附则

- 12. 本准则由财政部负责解释。
- 13. 本准则自 1997 年 1 月 1 日起施行。

# 第二部分

ACCOUNTING STANDARD FOR BUSINESS ENTERPRISES: DISCLOSURE OF RELATED PARTY RELATIONSHIPS AND TRANSACTIONS



# ACCOUNTING STANDARD FOR BUSINESS ENTERPRISES: DISCLOSURE OF RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

### INTRODUCTION

- 1. This Standard prescribes the disclosures for related party relationships and related party transactions.
- 2. This Standard does not require:
  - (1) the disclosure in consolidated financial statements of transactions between members of the group included in the consolidation, and
  - (2) the disclosure of related party transactions in the financial statements of a parent company which are provided together with the consolidated financial statements.

### **DEFINITIONS**

- 3. The following terms used in this Standard are defined as:
  - (1) "Control" refers to the power to govern the financial and

- operating policies of an enterprise so as to obtain benefits from its business activities.
- (2) "Joint control" refers to the contractually agreed sharing of control over an economic activity.
- (3) "Significant influence" refers to the power to participate in the financial and operating policy decisions of an enterprise, but not the governing of those policies. The principal means of participating in decision making include: representation on the board of directors or equivalent governing body; participation in the policy making process; interchange of managerial personnel; or causing the other enterprise to become dependent on technical information of the reporting enterprise.
- (4) A "parent company" refers to an enterprise which has direct or indirect control over other enterprise(s).
- (5) A "subsidiary" refers to an enterprise which is controlled by a parent company.
- (6) A "joint venture" refers to an enterprise the business activities of which are, as contractually agreed, jointly controlled by two or more investing parties.
- (7) An "associated enterprise" refers to an enterprise over which an investor has significant influence and which is neither a subsidiary nor a joint venture of that investor.
- (8) A "principal individual investor" refers to an individual investor who controls, directly or indirectly, 10% or more of the voting capital of the enterprise.

- (9) "Key management personnel" refers to those personnel who have the authority and responsibility for planning, directing and controlling the activities of the enterprise.
- (10) "Close family members" of an individual refers to those family members who may influence, or be influenced by, that individual in dealing with transactions with the enterprise.

### RELATED PARTY RELATIONSHIPS

- 4. If a party has the power to, directly or indirectly, control, jointly control or exercise significant influence over the financial and operating policy decisions of another party, they are regarded as related parties under this Standard. If two or more parties are subject to control from the same party, they are also regarded as related parties under this Standard.
- 5. The related party relationships dealt with by this Standard principally refer to:
  - (1) enterprises that, directly or indirectly, control, or are controlled by, the reporting enterprise; and two or more enterprises subject to control from the same enterprise (such as parent companies, subsidiaries and fellow subsidiaries);
  - (2) joint ventures;
  - (3) associated enterprises;
  - (4) principal individual investors, key management personnel, or the close family members of such

individuals; and

- (5) other enterprises directly controlled by principal individual investors, or key management personnel, or the close family members of such individuals.
- 6. This Standard does not regard the following to be related parties:
  - (1) providers of finance, public utilities, government departments and agencies which only have normal dealings with an enterprise and which have no other related party relationship with the enterprise, although they may participate in the financial and operating policy decisions of the enterprise, or circumscribe the freedom of action of the enterprise to a certain extent; and
  - (2) a single customer, supplier or agent with whom an enterprise transacts a significant volume of business by virtue only of the resulting economic dependence.
- 7. State-controlled enterprises should not be regarded as related parties simply because they are subject to control from the State. However, where relationships referred to in paragraphs 5 (1) to (3) exist between these enterprises, or where they are directly controlled by the same key management personnel or their close family members in accordance with paragraph 5 (5), they should be regarded as related parties.