DOES ACCOUNTING METHOD CHOICE FOR BUSINESS COMBINATION INFLUENCE IPO VALUATION?

A project paper submitted to the Graduate School in partial fulfilment of the requirements for the degree Master Science (International Accounting) Universiti Utara Malaysia

By Nazmi binti Mohamed Zin

May 2004



FAKULTI PERAKAUNAN (Faculty of Accountancy) UNIVERSITI UTARA MALAYSIA

PERAKUAN KERTAS KERJA PROJEK (Certification of Project Paper)

Saya, yang bertandatangan di bawah, memperakukan bahawa (I, the undersigned, certify that)

NAZMI BT MOHAMED ZIN

calon untuk Ijazah <u>Sarjana Sains (Perakaunan Antarabangsa) [Msc (Inter. Accounting)]</u> (candidate for the degree of)

telah mengemukakan kertas projek yang bertajuk (has presented his/her project paper of the following title)

DOES ACCOUNTING METHOD CHOICE FOR BUSINESS COMBINATION

INFLUENCE IPO VALUATION?

seperti yang tercatat di muka surat tajuk dan kulit kertas projek (as it appears on the title page and front cover of project paper)

bahawa kertas projek tersebut boleh diterima dari segi bentuk serta kandungan, dan meliputi bidang ilmu dengan memuaskan.

(that the project paper is acceptable in form and content, and that a satisfactory knowledge of the field is covered by the project paper).

Nama Penyelia (Name of Supervisor)	:	Prof. Madya Dr. Wan Nordin Wan Hussin, CPA
Tandatangan (Signature)	:	
Tarikh (Date)	:	30/5/04

PERMISSION TO USE

In presenting this thesis in partial fulfillment of the requirement for a post graduate degree from Universiti Utara Malaysia, I agree that the University Library may make it freely available for inspection. I further agree that permission for copying of this thesis in any manner, in whole or in part, for scholarly purposes may be granted by my supervisor(s) or, in their absence, by the Dean of the Graduate School. It is understood that any copying or publication or use of this thesis or parts thereof for financial gain shall not be allowed without my written permission. It is also understood that due recognition shall be given to me and to Universiti Utara Malaysia for any scholarly use which may be made of any material from my thesis.

Requests for permission to copy or to make other use of materials in this thesis, in whole or in part, should be addressed to:

Dean of Graduate School

Universiti Utara Malaysia

06010 Sintok

Kedah Darul Aman

ABSTRAK

Banyak kajian telah dijalankan mengenai pemilihan kaedah-kaedah perakaunan oleh syarikat yang terlibat dengan terbitan awam awalan (IPO) di mana pemilihan itu digunakan sebagai alat pelarasan pendapatan sebelum terbitan awam (Aharony et al., 1993; Friedlan, 1994; Neill et al., 1995; Black et al., 2002). Kajian ini adalah lanjutan kepada Neill et al. (1995) dengan mengkaji pemilihan kaedah-kaedah perakaunan dan juga penilaian IPO di Malaysia. Kajian lalu menggunakan polisipolisi perakaunan yang berkaitan dengan susutnilai aset dan penilaian stok, manakala kajian ini memberi tumpuan kepada perakaunan untuk perniagaanperniagaan disatukan. Berdasarkan sampel 62 terbitan awam awalan antara tahun 2001- 2002, ujian "multivariate" menunjukkan pemilihan kaedah perakaunan yang liberal untuk perniagaan-perniagaan disatukan mempunyai hubungan positif dengan harga tawaran dan negatif dengan harga penutup pada hari pertama diniagakan dan IPO "underpricing", selari dengan hipotesis-hipotesis. Walaubagaimanapun koefisien berkaitan dengan kaedah perakaunan adalah tidak signifikan. Kajian juga mendapati ramalan keuntungan, aset tak ketara bersih dan saiz firma mempunyai kesan positif ke atas harga tawaran awam. Harga penutup pada hari pertama diniagakan adalah dipengaruhi oleh ramalan pendapatan. IPO yang tidak melibatkan penjualan saham oleh usahawan IPO mempamerkan IPO "underpricing" yang tinggi, konsisten dengan Habib and Ljungqvist (2001). Seperti yang dijangka, salah satu penentu penting kepada IPO "underpricing" adalah kadar lebihan langganan, di mana IPO yang mempunyai lebihan langganan yang tinggi juga memperolehi IPO "underpricing" yang tinggi.

ABSTRACT

There are numerous studies that examined the choice of accounting methods by IPO firms as a device to manage earnings prior to going public (Aharony et al., 1993; Friedlan, 1994; Neill et al., 1995; Black et al., 2002). This study extends Neill et al. (1995) by examining the association between accounting method choice and IPO valuation in Malaysia. However, instead of using accounting policies that are related to depreciation and inventory, this study looks at accounting method for business combination namely the purchase vs. merger method. By examining 62 IPOs during 2001 and 2002, the multivariate analysis shows that, consistent with the hypotheses, the liberal accounting method for business combination is positively associated with offer price and negatively associated with first day closing price and underpricing. However, none of the coefficients associated with accounting method are statistically significant. IPO offer price is positively influenced by forecasted earnings, net tangible assets and firm size. First day closing price is significantly influenced by forecasted earnings. IPO consists of exclusively new shares issue (i.e. participation ratio by IPO entrepreneurs equals zero) yields higher underpricing, consistent with Habib and Ljungqvist (2001). As expected, another important determinant of IPO underpricing is oversubscription rate with highly oversubscribed IPO generates greater underpricing.

ACKNOWLEDGEMENT

In the name of Allah, the Most Gracious, Most Merciful. Alhamdulillah, praise be to Allah because I am able to complete my research project. Without Allah permission, I will not be able to complete this project which is also part of requirement of the Master Degree.

First of all, I wish to express my sincere gratitude to my supervisor, Associate Professor Dr. Wan Nordin Wan Hussin, who guided me in completing this project. I'm thankful for his continuous advice, encouragement and all valuable assistance whenever I was in need.

I am grateful to my colleagues in the programme MSc (International Accounting) namely Maslinah Ab. Malek, Roslida Zalila and Wan Nailah for sharing experiences and knowledge during the time of study and also thankful for their comments and suggestions that I received in completing my research.

Finally, I would like to express my deepest gratitude for the constant support, understanding and love that I received from my husband, Azman A. Aziz. I also take this opportunity to express my profound gratitude to my beloved parent and parent in law for their moral support and patience during my study and when I was doing this project. Thank you so much.

TABLE OF CONTENTS

PERMISSION TO USE i ABSTRACT (BAHASA MALAYSIA) iii ABSTRACT (ENGLISH) iii
ABSTRACT (ENGLISH) iii
ACKNOWLEDGMENTS iv
LICT OF TABLES
,
2.1 Criteria for Merger Method 5 - 7
2.2 Merger Accounting 7
2.3 Acquisition / Purchase Accounting 7 - 11
3.0 Literature Review and Hypotheses Development 11 - 18
4.0 Research Methodology
4.1 Sample Selection and Data Source 18 - 19
4.2 IPO Pricing and Valuation Models 20 - 23
5.0 Findings
5.1 Sample Characteristics 23 - 27
5.2 IPO Financial Statistics, Oversubscription and Underpricing 28 - 30
5.3 Regression Results 31 - 32
6.0 Conclusion 32
References 36 - 39
Appendix 1 40 - 49
Appendix 2 50 - 53
Appendix 3 54 - 56
Appendix 4 57

LIST OF TABLES

		Page
Table 1	Accounting Methods for Purchased Goodwill	9
Table 2	Accounting Method Classification	20
Table 3	IPO Descriptive Statistics Partitioned by Board of Exchange	24
Table 4	IPO Descriptive Statistics Partitioned by Accounting Method	27
Table 5	IPO Financial Statistics and Oversubscription by Accounting Method	29
Table 6	Univariate Analysis of Underpricing	30
Table 7	Pearson Correlation Matrix	33
Table 8	Regression Results on the Determinants of Offer Price	34
Table 9	Regression Results on the Determinants of Closing Price	34
Table 10	Regression Results on the Determinants of IPO Underpricing	35

1. Introduction

Initial public offering (IPO) or going public is an important milestone in a company's life cycle. In a typical IPO, a part of the company's shares are sold to public investors. Following the IPO, shares in the company are quoted on a stock exchange for the first time so that investors are able to trade them. Empirical evidence around the world conclusively shows that IPO investors on average earn positive initial returns from purchasing shares at the IPO offer price and selling them at the closing price on the first day of trading. In other words, IPOs are generally underpriced relative to the subsequent market value. IPO underpricing, or positive initial return, is defined as the premium earned by IPO investors on the first day of trading being the difference between aftermarket closing price and offer price divided by offer price.

The majority of previous work on IPO focused on explaining the IPO underpricing phenomenon and identifying its determinants. IPO underpricing represents a cost to the company going public because the company receives less financing than it would have had the IPO offer price been set close to the aftermarket price. An underpriced IPO means that more money is "left on the table" for the IPO investors and relatively less is available in proceeds for the issuing company. In other words, selling shares at IPO for less than their true value results in a wealth transfer from IPO company/selling shareholders to new IPO investors. Underpriced IPOs that are sold at a discount also imply higher losses to the pre-IPO shareholders from greater ownership dilution.

There are numerous studies that examined the determinants of IPO underpricing. The latest include Certo et al. (2001), Ang and Brau (2002) and Daily et al. (2003). Certo

The contents of the thesis is for internal user only

References

Aboody, D., R. Kasznik and M. Williams (2000), 'Purchase Versus Pooling in Stock-for-stock Acquisitions: Why do Firm Care?', *Journal of Accounting and Economics*, Vol. 29, pp. 261-286.

Aharony, J., C. J. Lin and M. P. Loeb (1993), 'Initial Public Offerings, Accounting Choices and Earnings Management', *Contemporary Accounting Research*, Vol. 10 (No. 1), (Fall), pp. 61-81.

Ang, J. S. and J. C. Brau (2002), 'Firm Transparency and the Costs of Going Public', *The Journal of Financial Research*, Vol. 25 (No. 1), (Spring), pp. 1-17.

Beatty, R. and I. Welch (1996), 'Issuer Expenses and Legal Liability in Initial Public Offerings, *Journal of Law and Economics*, Vol. 39, pp. 545-602.

Black, E. L., Narktabtee and T. Carnes (2002), 'Earnings Management Around Initial Public Offerings in Thailand. Under review at the Asian Pacific Journal of Accounting and Economics.

Brav, A. and P. Gompers (2000), 'Insider Trading Subsequent to Initial Public Offerings: Evidence from Expirations of Lock-Up Provisions', *SSRN Working Paper Series*.

Certo, S. T., C. M. Daily and D. R. Dalton (2001), 'Signaling Firm Value Through Board Structure: An Investigation of Initial Public Offerings', *Entrepreneurship Theory and Practice*, (Winter), pp. 33-50.

Copeland, R. M. and J. F. Wojdak (1969), 'Income Manipulation and the Purchase-Pooling Choice', *Journal of Accounting Research*, (Autumn), pp. 188-195.

Daily, C. M., S. T. Certo, D. R. Dalton and R. Roengpitya (2003), 'IPO Underpricing: A Meta-Analysis and Research Synthesis', *Entrepreneurship Theory and Practice*, (Spring), pp. 271-295.

Dunne, K. M. (1990), 'An Empirical Analysis of Management's Choice of Accounting Treatment for Business Combinations'. *Journal of Accounting and Public Policy*, Vol. 9, pp. 111-133.

Friedlan, J. M. (1994), 'Accounting Choices by Issuers of Initial Public Offerings', *Contemporary Accounting Research*, Vol.11 (Summer), pp. 1-31.

Gagnon, J.M. (1967), 'Purchase Versus Pooling-of-interests: The Search for a Predictor', *Journal of Accounting Research*, pp. 187-204.

Gore, P., Taib, F. M. and P. A. Taylor (2000), 'Accounting for Goodwill: An Examination of Factors Influencing Management Practices', *Accounting and Business Research*, Vol. 30, (Issue 3), pp. 213-226.

Habib, M. A. and A. P. Ljungqvist (2001), 'Underpricing and Entrepreneurial Wealth Losses in IPOs: Theory and Evidence', *The Review of Financial Studies*, Vol. 21, (No.2), (Summer), pp. 433-458.

Hepworth, S. R. (1953), 'Smoothing Periodic Income', *The Accounting Review*, (January), pp. 32-39.

Hong, H., R. S. Kaplan and G. Mandelker (1978), 'Pooling vs. Purchase: The Effects of Accounting for Mergers on Stock Prices', *The Accounting Review*, Vol. LIII (1), pp. 31-47.

Hopkins, P. E., R. W. Houston and M. F. Peters (2000), 'Purchase, Pooling and Equity Analysts' Valuation Judgments', *The Accounting Review*, Vol. 75 (No.3), pp. 257-281.

Klein, A. (1996), 'Can Investors Use the Prospectus To Price Initial Public Offerings?', *Journal of Financial Statement Analysis*, (Fall), pp. 23-39.

Leone, A. D., S. Rock and M. Willenborg (2003), 'Disclosure of Intended Use of Proceeds and Underpricing in Initial Public Offerings', *SSRN Working Paper Series*.

Malaysian Accounting Standards Board (MASB) 21 (Business Combinations).

Malaysian Accounting Standards Board (MASB) Exposure Draft 28 (Goodwill).

Mohan, N. and C. Chen (2001), 'Information Content of Lock-Up Provisions in Initial Public Offerings', *International Review of Economics and Finance*, Vol. 10, pp. 41-59.

Neill, J. D., S. G. Pourciau and T. F. Schaefer (1995), 'Accounting Method Choice and IPO Valuation', *Accounting Horizons*, Vol. 9, pp. 68-80.

Sapienza, S. R. (1967), 'Discussion of Purchase Versus Pooling-of-interests: The Search for a Predictor', *Journal of Accounting Research*, pp. 205-209.

Smart, S. B. and C. J. Zutter (2003), 'Control as a Motivation for Underpricing: A Comparison of Dual- and Single-Class IPOs', *Journal of Financial Economics*, Vol. 69 (No.1), pp. 85-110.

Tan, L. T. (1992), 'Goodwill and Identifiable Intangible Assets', *The Malaysian Accountant*, April, pp. 3-10.

Vincent, L. (1997), 'Equity Valuation of Purchase Versus Pooling Accounting', *Journal of Financial Statement Analysis*, Vol. 2 (No.4).

Wan Hussin W. N. (2002), 'Investor Protection Mechanism and IPO Valuation on the Kuala Lumpur Stock Exchange. *SSRN Working Paper Series*.

Watts, R. L. and Zimmerman, J. (1986), 'Positive Accounting Theory', Prentice Hall, New Jersey.

Watts, R. L. and Zimmerman, J. (1986), 'Positive Accounting Theory: A Ten Year Perspective', *The Accounting Review*, Vol. 65, (No. 1), (January), pp. 131-156.

Wyatt, A. R. (1967), 'Discussion of Purchase Versus Pooling-of-interests: The Search for a Predictor', *Journal of Accounting Research*, pp. 210-212.