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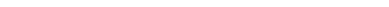
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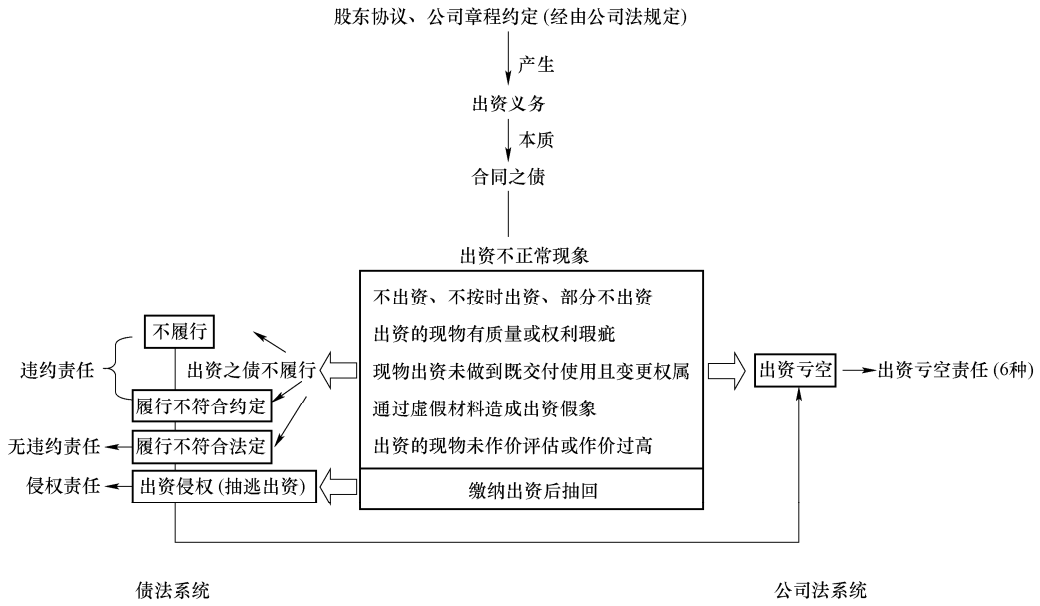
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Evaluation of the Abnormal Performance of Capital Contribution Obligations in the Law of Obligations and Its Connection to the Corporation Law

ZHANG Qijian

Abstract: The research on the performance of shareholders' capital contribution obligations and their liabilities should be conducted within the dual system of the law of obligations and corporation law,

as determined by the legal structure of capital contribution obligations, which combines the general characteristics of obligations in civil law and the particularities of corporation law. In response to various instances of abnormal performance of capital contribution obligations in practice, within the framework of the law of obligations, their classification should be considered in conjunction with the theory of non-performance of obligations, the division method stated in the Contract Law of PRC, and the inherent characteristics of capital contribution obligations. By defining the withdrawal of capital as a fulfillment of capital contribution obligations but a type of infringement, abnormal performance of capital contribution obligations can be classified into two types in four forms: non-performance of capital contribution obligations (non-performance, performance not in accordance with the agreement, performance not in accordance with legal requirements), and withdrawal of capital. Furthermore, in terms of the characterization and scope of liabilities, non-performance and performance not in accordance with the agreement constitute a breach of contract, resulting in liabilities such as continued capital contribution, liquidated damages prescribed, and compensation for damages. Performance not in accordance with legal requirements does not constitute a breach of contract, but the obligation to fulfill capital contribution still applies in case of insufficient contribution. Withdrawal of capital constitutes an infringement, resulting in liabilities such as returning the capital and compensating for damages. Relating to the corporation law system, all four forms mentioned above constitute a capital deficiency, thereby possibly bearing various legal responsibilities for capital deficiency. The scope of liabilities for filling capital deficiency depends on the scope of liabilities of abnormal performance of capital contribution obligations determined by the system of the law of obligations.

Keywords: Abnormal Performance of Capital Contribution Obligations; Classification of Forms; Non-performance; Withdrawal of Capital; Connection to Corporation Law