

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Zai Lab Limited
再鼎醫藥有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9688)

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS ON OUR HONG KONG SHARE REGISTER

Notice is hereby given with respect to the 2021 annual general meeting (“**Annual Meeting**”) of shareholders of Zai Lab Limited (the “**Company**”).

- Time and Date:** 8:00 a.m. (Eastern Daylight Time) on Thursday, June 24, 2021/
8:00 p.m. (China Standard Time) on Thursday, June 24, 2021
- Physical Location:** Building 1, 4/F, Denali Room, Jinchuang Plaza,
4560 Jinke Road Shanghai, China 201210.
- Virtual Meeting Site:** www.virtualshareholdermeeting.com/ZLAB2021.
- Record date:** April 27, 2021
- Purpose of the meeting:** The purpose of the meeting is to consider and vote on the following matters:
1. A special resolution to consider and approve amending and restating the Fourth Amended and Restated Articles of Association of Zai Lab Limited, or the current articles (the “**Current Articles**”), to provide for the annual election of each of the Company’s directors.
 2. A special resolution to consider and approve amending and restating the Current Articles to reflect changes required or recommended by The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

3. A special resolution to consider and approve that, conditional upon the approval of special resolutions 1 and 2, the Current Articles be amended, restated and replaced in their entirety by the Fifth Amended and Restated Articles of Association in the form attached to the proxy statement as Exhibit A.
4. An ordinary resolution to ratify the selection of Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the Company's independent auditors for the fiscal year ending December 31, 2021.
5. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement.

Further details of the proposals above are set out in the proxy statement. You can review and download the proxy statement, in English and Chinese, from our website and the Hong Kong Stock Exchange's website. We will provide printed copies of the proxy statement in English and Chinese at no cost upon your request. Please send your request by writing to Computershare Hong Kong Investor Services Limited ("**Computershare HK**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or by submitting an online form at www.computershare.com/hk/contact.

**How to attend
the annual meeting:**

You may attend the Annual Meeting if you are shareholder of record of our ordinary shares physically at Building 1, 4/F, Denali Room, Jinchuang Plaza, 4560 Jinke Road Shanghai, China 201210, or virtually by visiting our Annual Meeting website at www.virtualshareholdermeeting.com/ZLAB2021. To participate in the annual meeting, you will need the 16-digit control number included on your Annual Meeting notice, on your proxy card or on the instructions that accompanied your proxy materials. Shareholders are encouraged to log in to this website and pre-register for the Annual Meeting before the start time of the meeting. Online check-in will begin 15 minutes prior to the start of the meeting, and you should allow ample time for the online check-in procedures. If you choose to attend the Annual Meeting virtually, there will be technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting website. If you encounter any difficulties accessing the virtual meeting website during the check-in or meeting time, please call the technical support number that will be posted on the Annual Meeting log-in page.

**How to Vote — Registered
shareholders on our
Hong Kong share register:**

If you are a shareholder of record of our ordinary shares registered on our Hong Kong register as of the record date, you may vote at the Annual Meeting, vote by proxy through the Internet or vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote even if you have already voted by proxy.

- To vote using a proxy card, simply complete, sign and date the proxy card that may be delivered and return it promptly in the envelope provided. Proxy cards submitted by mail must be received no later than June 18, 2021, to be voted at the Annual Meeting.
- To vote through the Internet, go to www.proxyvote.com to complete an electronic voting instruction form. You will be asked to provide the 16-digit control number included on your notice of Internet Availability of proxy materials (the “**Notice**”). Your Internet vote must be received by 11:59 p.m. (Eastern Daylight Time) on June 21, 2021 to be counted.
- To vote while virtually attending the Annual Meeting, attend the meeting by visiting www.virtualshareholdermeeting.com/ZLAB2021. You will be asked to provide the 16-digit control number included on your Notice.
- To vote while physically attending the Annual Meeting, attend the meeting by going to Building 1, 4/F, Denali Room, Jinchuang Plaza, 4560 Jinke Road Shanghai, China 201210.

How to Vote — Beneficial shareholders holding shares by nominees on our Hong Kong share register:

If you are a beneficial owner of ordinary shares registered on the record date in the name of a brokerage firm, bank or other financial institution, you should have received information containing voting instructions from that organization rather than from us. Simply follow the voting instructions to ensure that your vote is counted. To vote at the Annual Meeting, you must obtain a legal proxy or broker's proxy card from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials or contact your broker or bank to request a proxy card. You must vote your shares that are held in the name of HKSCC Nominees Limited (“**HKSCCN**”) through HKSCCN.

By order of the Board

Zai Lab Limited

Samantha Du

Director, Chairperson and Chief Executive Officer

Hong Kong, May 2, 2021

As at the date of this announcement, the board of directors of the Company comprises Dr. Samantha Du and Mr. Tao Fu as the directors, and Dr. Kai-Xian Chen, Dr. John Diekman, Ms. Nisa Leung, Mr. William Lis, Mr. Leon O. Moulder, Jr. and Mr. Peter Wirth as the independent directors.

* *For identification only*