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**Zai Lab Limited**

**再鼎醫藥有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9688)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON OUR HONG KONG SHARE REGISTER**

Notice is hereby given with respect to an Extraordinary General Meeting of Shareholders (the “**EGM**”) of Zai Lab Limited (the “**Company**”).

**Time and Date:** 8:00 a.m. (U.S. Eastern Time) on Monday, March 28, 2022/  
8:00 p.m. (Hong Kong Time) on Monday, March 28, 2022

**Physical Location:** 4560 Jinke Road, Bldg. 1, Fourth Floor, Pudong, Shanghai,  
China 201210

**Virtual Meeting Site:** [www.virtualshareholdermeeting.com/ZLAB2022SM](http://www.virtualshareholdermeeting.com/ZLAB2022SM)

**Record date:** February 18, 2022

**Purpose of the EGM:** The purpose of the meeting is to consider and vote on the following matters:

1. An ordinary resolution to authorize and approve a share subdivision whereby, with effect from March 30, 2022 (the “**Effective Date**”), subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) granting the listing of, and permission to deal in, (i) the Subdivided Ordinary Shares (as defined below), (ii) any Subdivided Ordinary Shares which may be issued upon exercise of the outstanding share options granted by the Company or any Subdivided Ordinary Shares which may be issued upon vesting of the share awards under the equity incentive plan adopted by the shareholders of the Company on August 21, 2015 (as amended on February 3, 2016 and April 10, 2016) (the “**2015 Equity Plan**”) and under the equity incentive plan adopted by the shareholders of the Company

on August 11, 2017 (the “**2017 Equity Plan**”), and (iii) any Subdivided Ordinary Shares which may be issued upon the exercise of share options or any Subdivided Ordinary Shares which may be issued upon vesting of the share awards to be granted from time to time under the 2015 Equity Plan and the 2017 Equity Plan, (a) each issued and unissued Ordinary Share with a par value of US\$0.000006 each (the “**Existing Ordinary Share(s)**” or “**Ordinary Share(s)**”) in the capital of the Company will be subdivided into ten Ordinary Shares with a par value of US\$0.000006 each (the “**Subdivided Ordinary Shares**”), and (b) the authorized share capital of the Company will be amended as follows:

FROM: US\$30,000.00 divided into 500,000,000 shares with a par value of US\$0.000006 each;

TO: US\$30,000.00 divided into 5,000,000,000 shares with a par value of US\$0.000006 each (the “**Share Subdivision**”).

2. To transact such other business as may properly come before the EGM 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.

**How to attend  
the EGM:**

You may attend the EGM if you are shareholder of record of our ordinary shares physically at 4560 Jinke Road, Bldg. 1, Fourth Floor, Pudong, Shanghai, China 201210, or virtually by visiting our EGM website at [www.virtualshareholdermeeting.com/ZLAB2022SM](http://www.virtualshareholdermeeting.com/ZLAB2022SM). To participate in the EGM virtually by visiting our EGM website, you will need the 16-digit control number included 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 EGM 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 EGM 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 EGM 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 or Cayman Islands register as of the record date, you may vote at the EGM, vote by proxy through the Internet, or vote by proxy using the proxy card. Whether or not you plan to attend the EGM, 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 March 21, 2022, to be voted at the EGM.
- To vote through the Internet, go to [www.proxyvote.com](http://www.proxyvote.com) to complete an electronic voting instruction form. You will be asked to provide the 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials. Your Internet vote must be received by 8:00 a.m. (U.S. Eastern Time)/8:00 p.m. (Hong Kong Time) on March 26, 2022 to be counted.
- To vote while virtually attending the EGM, attend the meeting by visiting [www.virtualshareholdermeeting.com/ZLAB2022SM](http://www.virtualshareholdermeeting.com/ZLAB2022SM). You will be asked to provide the 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials.

- To vote while physically attending the EGM, attend the meeting by going to 4560 Jinke Road, Bldg. 1, Fourth Floor, Pudong, 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 EGM, 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 form. 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, February 28, 2022

*As at the date of this announcement, the board of directors of the Company comprises Dr. Samantha Du as a director, and Dr. Kai-Xian Chen, Dr. John Diekman, Ms. Nisa Leung, Mr. William Lis, Mr. Leon O. Moulder, Jr., Mr. Peter Wirth, Mr. Scott W. Morrison and Mr. Richard Gaynor as the independent directors.*

\* For identification only