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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 ANNUAL GENERAL MEETING OF SHAREHOLDERS ON OUR HONG KONG SHARE REGISTER

Notice is hereby given with respect to the 2022 Annual General Meeting of Shareholders (the “AGM”) of Zai Lab Limited (the “Company”).

- Time and Date:** 8:00 a.m. (U.S. Eastern Time) on Wednesday, June 22, 2022/
8:00 p.m. (Shanghai and Hong Kong Time) on Wednesday,
June 22, 2022
- Physical Location:** 4560 Jinke Road, Bldg. 1, Fourth Floor, Pudong, Shanghai,
China 201210
- Virtual Meeting Site:** www.virtualshareholdermeeting.com/ZLAB2022
- Record date:** April 25, 2022
- Purpose of the AGM:** The purpose of the meeting is to consider and vote on the following matters:
1. An ordinary resolution to re-elect Samantha (Ying) Du to serve as a director until the 2023 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.
 2. An ordinary resolution to re-elect Kai-Xian Chen to serve as a director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.
 3. An ordinary resolution to re-elect John D. Diekman to serve as a director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.
 4. An ordinary resolution to re-elect Richard Gaynor to serve as a director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

5. An ordinary resolution to re-elect Nisa Leung to serve as a director until the 2023 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.
6. An ordinary resolution to re-elect William Lis to serve as a director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.
7. An ordinary resolution to re-elect Scott Morrison to serve as a director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.
8. An ordinary resolution to re-elect Lonnie Moulder to serve as a director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.
9. An ordinary resolution to re-elect Peter Wirth to serve as a director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.
10. A special resolution to adopt the Sixth Amended and Restated Memorandum and Articles of Association of the Company as described in the proxy statement, conditioned on and subject to the dual-primary listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.
11. An ordinary resolution to approve the Zai Lab Limited 2022 Equity Incentive Plan, conditioned on and subject to the dual-primary listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited becoming effective.
12. An ordinary resolution to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm and auditor for the fiscal year ending December 31, 2022 for the Company's annual consolidated financial statements filed with the U.S. Securities and Exchange Commission and its internal controls over financial reporting in accordance with the U.S. Securities Exchange Act of 1934, as amended and the consolidated financial statements of the Group for the year ending December 31, 2022 submitted to The Stock Exchange of Hong Kong Limited in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**HK Listing Rules**"), conditioned upon and subject to the Company's receipt of the requisite approvals from The Stock Exchange of Hong Kong Limited and the Financial Reporting Council of Hong Kong.

13. An ordinary resolution, within the parameters of Rule 13.36 of the HK Listing Rules, to approve the granting of a share issue mandate to the Board of Directors to issue, allot or deal with unissued ordinary shares and/or American Depositary Shares not exceeding 20% of the total number of issued ordinary shares of the Company as of the date of passing of such ordinary resolution up to the next annual general meeting of shareholders of the Company, conditioned on and subject to dual-primary listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited becoming effective and other conditions described in the proxy statement.
14. An ordinary resolution to approve, on an advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement.
15. An ordinary resolution to hold an advisory vote on the frequency of future advisory votes on the compensation of our named executive officers.
16. To transact such other business as may properly come before the AGM 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 Stock Exchange of Hong Kong Limited's website.

How to attend the AGM:

You may attend the AGM if you are a 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 AGM website at www.virtualshareholdermeeting.com/ZLAB2022. To participate in the AGM virtually by visiting our AGM website, you will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, 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 AGM 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 AGM 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 AGM 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 AGM, vote by proxy through the Internet, or vote by proxy using the proxy card. Whether or not you plan to attend the AGM, 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 prepaid envelope provided. Proxy cards submitted by mail must be received no later than June 15, 2022, to be voted at the AGM.
- 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, 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. (Shanghai and Hong Kong Time) on June 21, 2022 to be counted.
- To vote while virtually attending the AGM, attend the meeting by visiting www.virtualshareholdermeeting.com/ZLAB2022. You will be asked to provide the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, proxy card or on the instructions that accompanied your proxy materials.
- To vote in person at the AGM, 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 AGM, 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, May 3, 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 Richard Gaynor, MD. as independent directors.

* For identification only