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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)

VOTING RESULTS OF ANNUAL GENERAL MEETING AND APPOINTMENT OF NEW AUDITOR IN HONG KONG

VOTING RESULTS OF ANNUAL GENERAL MEETING

Zai Lab Limited (the “**Company**”) held its 2023 annual general meeting of shareholders on June 20, 2023 (the “**Annual Meeting**”). Holders of a total of 871,978,890 ordinary shares of the Company, constituting more than one-tenth of all voting share capital of the Company in issue as of the record date of April 20, 2023 (Shanghai and Hong Kong Time), were present in person (either physically or by virtual attendance) or by proxy at the Annual Meeting.

Only shareholders of record of the ordinary shares of the Company as of 4:30 p.m. on April 20, 2023 (Shanghai and Hong Kong Time) are entitled to vote at the Annual Meeting. Accordingly, the total number of shares entitling the holders to attend and vote on the resolutions proposed at the Annual Meeting was 979,087,430 shares, being the Company’s number of outstanding ordinary shares as of 4:30 p.m. on April 20, 2023 (Shanghai and Hong Kong Time). The number of shares of holders that are required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting was nil.

The number of shares entitling the holders to attend and abstain from voting in favour of any of the resolutions proposed at the Annual Meeting as set out in Rule 13.40 of the Listing Rules was nil. None of the shareholders has stated their intention in the definitive proxy statement and circular for the Annual Meeting dated 28 April 2023 (the “**Proxy Statement**”) to vote against or abstain from voting on any of the resolutions proposed at the Annual Meeting.

Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, acted as the scrutineer.

Except Dr. Kai-Xian Chen, Ms. Nisa Leung and Mr. Leon O. Moulder, Jr., all other directors of the Company attended the Annual Meeting.

The matters set forth below were voted on by the Company's shareholders at the Annual Meeting. Detailed descriptions of each proposal and the applicable voting procedures are contained in the Proxy Statement. Proposals 1 to 12 and 14 in the notice of the Annual Meeting were approved at the Annual Meeting. For Proposal 13, the Company's shareholders voted for an advisory vote on the compensation of the named executive officers, as disclosed in the Proxy Statement. As Proposal 14 was carried as an ordinary resolution, Proposal 15 is not applicable. The final voting results for each matter submitted to a vote of shareholders at the Annual Meeting are as follows:

Proposal 1:

- (1) AS AN ORDINARY RESOLUTION: to re-elect Samantha (Ying) Du to serve as a director until the 2024 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
864,416,850	5,947,360	1,614,680	0

Accordingly, Proposal 1 was carried as an ordinary resolution.

Proposal 2:

- (2) AS AN ORDINARY RESOLUTION: to re-elect Kai-Xian Chen to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
852,243,698	19,685,362	49,830	0

Accordingly, Proposal 2 was carried as an ordinary resolution.

Proposal 3:

- (3) AS AN ORDINARY RESOLUTION: to re-elect John D. Diekman to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
766,205,779	105,722,281	50,830	0

Accordingly, Proposal 3 was carried as an ordinary resolution.

Proposal 4:

- (4) AS AN ORDINARY RESOLUTION: to re-elect Richard Gaynor to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
854,381,940	17,569,080	27,870	0

Accordingly, Proposal 4 was carried as an ordinary resolution.

Proposal 5:

- (5) AS AN ORDINARY RESOLUTION: to re-elect Nisa Leung to serve as a director until the 2024 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
867,801,570	4,151,240	26,080	0

Accordingly, Proposal 5 was carried as an ordinary resolution.

Proposal 6:

- (6) AS AN ORDINARY RESOLUTION: to re-elect William Lis to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
866,237,850	5,688,530	52,510	0

Accordingly, Proposal 6 was carried as an ordinary resolution.

Proposal 7:

- (7) AS AN ORDINARY RESOLUTION: to re-elect Scott Morrison to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
766,374,878	105,576,132	27,880	0

Accordingly, Proposal 7 was carried as an ordinary resolution.

Proposal 8:

- (8) AS AN ORDINARY RESOLUTION: to re-elect Leon O. Moulder Jr. to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
751,282,418	120,645,642	50,830	0

Accordingly, Proposal 8 was carried as an ordinary resolution.

Proposal 9:

- (9) AS AN ORDINARY RESOLUTION: to elect Michel Vounatsos to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
871,167,520	760,540	50,830	0

Accordingly, Proposal 9 was carried as an ordinary resolution.

Proposal 10:

- (10) AS AN ORDINARY RESOLUTION: to re-elect Peter Wirth to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
778,808,694	93,120,076	50,120	0

Accordingly, Proposal 10 was carried as an ordinary resolution.

Proposal 11:

(11)AS AN ORDINARY RESOLUTION: to approve the appointment of KPMG LLP and KPMG as the Company’s independent registered public accounting firms and auditors to audit our consolidated financial statements to be filed with the U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the year ending December 31, 2023, respectively.

For	Against	Abstentions	Broker Non-Votes
871,945,920	10,640	22,330	0

Accordingly, Proposal 11 was carried as an ordinary resolution.

Proposal 12:

(12)AS AN ORDINARY RESOLUTION: to authorize the board of directors of the Company (the “**Board of Directors**”) to fix auditor compensation for 2023.

For	Against	Abstentions	Broker Non-Votes
871,888,360	66,680	23,850	0

Accordingly, Proposal 12 was carried as an ordinary resolution.

Proposal 13:

(13)AS AN ORDINARY RESOLUTION: to approve, on an advisory basis, the compensation of our named executive officers, as disclosed in the Proxy Statement.

For	Against	Abstentions	Broker Non-Votes
528,433,772	332,768,748	10,776,370	0

Accordingly, the Company’s shareholders voted for an advisory vote on the compensation of the named executive officers, as disclosed in the Proxy Statement. Proposal 13 was carried as an ordinary resolution.

Proposal 14:

(14)AS AN ORDINARY RESOLUTION: to approve a general mandate to the Board of Directors to allot and issue ordinary shares and/or American Depositary Shares (“ADSs”) of up to 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 2024 annual general meeting of shareholders.

For	Against	Abstentions	Broker Non-Votes
445,577,099	415,625,301	10,776,490	0

Accordingly, Proposal 14 was carried as an ordinary resolution, and Proposal 15 was not applicable.

Proposal 15:

(15)AS AN ORDINARY RESOLUTION: to approve a general mandate to the Board of Directors to allot and issue ordinary shares and/or ADSs of up to 10% of the total number of issued ordinary shares of the Company as of the date of passing of such ordinary resolution up to the 2024 annual general meeting of shareholders.

For	Against	Abstentions	Broker Non-Votes
N/A	N/A	N/A	N/A

As Proposal 14 was carried as an ordinary resolution, Proposal 15 was inapplicable.

APPOINTMENT OF NEW AUDITOR IN HONG KONG

This announcement is made by the Company pursuant to Rule 13.51(4) of Listing Rules.

The Board of Directors is pleased to announce that following the shareholders' approval at the Annual Meeting, the appointment of KPMG LLP and KPMG as the Company's independent registered public accounting firms and auditors for the fiscal year ending December 31, 2023. KPMG LLP will continue to be responsible for auditing the consolidated financial statements of the Company for the year ending December 31, 2023 filed with the U.S. Securities and Exchange Commission and the effectiveness of the Company's internal control over financial reporting as of December 31, 2023 in accordance with the U.S. Securities Exchange Act of 1934 (the "**U.S. Matters**"), and KPMG will be responsible for auditing the consolidated financial statements of the Company for the year ending December 31, 2023 filed in the annual report of the Company prepared in accordance with the Listing Rules (the "**Hong Kong Matters**"). They will serve as the Company's independent registered public accounting firms and auditors until the next annual general meeting, unless removed or subsequently changed by shareholders at a general meeting.

Prior to the Annual Meeting, KPMG LLP was responsible for both the U.S. Matters and the Hong Kong Matters. In order to increase audit efficiency and further leverage KPMG's Hong Kong expertise, upon the recommendation of the Audit Committee, the Board of Directors recommended shareholder approval of the appointment of KPMG as the auditor of the Company in Hong Kong for the Hong Kong Matters. KPMG LLP will remain as the Company's independent registered public accounting firm and auditor for the U.S. Matters. As disclosed in the Proxy Statement, the Board of Directors continues to believe that the appointment of KPMG LLP and KPMG to serve as the independent registered public accounting firms and auditors is in the best interest of the Company and its shareholders.

By Order of the Board

Zai Lab Limited

Samantha Du

Director, Chairperson and Chief Executive Officer

Hong Kong, June 21, 2023

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, Richard Gaynor, M.D. and Mr. Michel Vounatsos as independent directors.

* *For identification only*