

**CHARTER OF THE RESEARCH AND DEVELOPMENT COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF ZAI LAB LIMITED**

(Adopted by the Board of Directors on December 29, 2023)

**I. PURPOSE.**

The purpose of the Research and Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Zai Lab Limited (the “Company”) is to assist the Board by recommending and informing research and development strategies for the Company, to assess, approve and monitor research and development programs for the Company and to provide feedback and advice to the Board regarding Company’s research and development activities.

**II. STRUCTURE AND MEMBERSHIP.**

- (A) Number. The Committee shall be composed of at least three directors, unless otherwise determined by the Board.
- (B) Scientific Experience. Each member of the Committee must be able to understand the fundamental scientific principles of the Company and its research and development objectives at the time of his or her appointment to the Committee.
- (C) Chairperson. Unless a Chairperson is designated by the Board, the Committee shall designate a Chairperson by a majority vote of all of the members of the Committee.
- (D) Determinations Regarding Membership. Members of the Committee shall be appointed by the Board and may be removed at the Board’s discretion.

**III. PROCEDURES AND ADMINISTRATION.**

- (A) Meetings. The Committee shall meet as often as it deems necessary. The Chairperson or any two members of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting. An agenda and related meeting materials should be sent to all members prior to the meeting. Meetings may be conducted telephonically, electronically, or by such other means or procedures as are established by the Committee to govern its operations. A single member of the Committee shall constitute a quorum at duly called Committee meetings.
- (B) Access to Company Management and Staff. The Committee shall have access to management and internal staff, both at meetings and otherwise.
- (C) Authority to Retain Outside Advisors. The Committee shall have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain legal, accounting, scientific, and other advisors. The Committee shall have the sole discretion to retain, oversee, compensate, and terminate such advisors. The Company will provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any advisors retained by the Committee.

- (D) Committee Actions. Actions may be taken by the Committee at a meeting upon the affirmative vote of a majority of the members in attendance at the meeting. The Committee also may act by unanimous written consent in lieu of a meeting.
- (E) Committee Records. The Committee shall keep such records of its meetings and actions as it deems appropriate.
- (F) Self-Evaluation. The Committee shall annually evaluate its performance of its duties under this Charter, the results of which shall be presented to the Board.
- (G) Subcommittees. The Committee shall have the authority to delegate to subcommittees any of the responsibilities of the Committee.
- (H) Charter. The Committee shall periodically review the provisions of this Charter and recommend any proposed changes to the Board.
- (I) Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate.

#### IV. RESPONSIBILITIES AND DUTIES.

The Committee's principal responsibilities and duties are:

- (A) Research and Development Matters.
  - (1) Research and Development Strategies. The Committee shall review and discuss with management strategic research and development objectives and priorities for the Company; identify opportunities for further research and development projects; and assess, inform, and recommend to the Board such strategies and opportunities that it deems suitable for the Company.
  - (2) Ongoing Research and Development Oversight. The Committee shall oversee, assess, and, where applicable, approve any ongoing Company research and development programs.
  - (3) Research and Development Feedback. The Committee shall provide feedback and advice to the Board regarding Company's ongoing research and development programs and activities.
  - (4) Product Safety. The Committee shall review the Company's assessments regarding the benefits, risks, and safety of its products and product candidates, as it deems appropriate.
- (B) Additional Duties and Administration. The Committee shall perform such other duties delegated by the Board to the Committee. The Committee shall periodically report to the Board on the Committee's actions and recommendations.

\* \* \*