



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zai Lab Limited

Date Submitted: 07 February 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	09688	Description	Ordinary Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	5,000,000,000	USD	0.000006	USD	30,000	
Increase / decrease (-)				USD		
Balance at close of the month	5,000,000,000	USD	0.000006	USD	30,000	

Total authorised/registered share capital at the end of the month: USD 30,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	09688	Description	Ordinary Shares			
Balance at close of preceding month		988,387,430				
Increase / decrease (-)		3,700,000				
Balance at close of the month		992,087,430				

Remarks:

As at close of the month, out of 992,087,430 ordinary shares, 758,101,320 ordinary shares were held in the form of American Depositary Shares.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)			09688				
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). 2015 Equity Incentive Plan	28,684,640			28,684,640	0	27,392,490	0
General Meeting approval date (if applicable)							
2). 2017 Equity Incentive Plan	47,691,430	Lapsed	-167,510	47,523,920	0	28,829,400	0
General Meeting approval date (if applicable)							
3). 2022 Equity Incentive Plan	28,207,980	Lapsed	-122,540	28,085,440	0	932,270	69,823,303
General Meeting approval date (if applicable) 22 June 2022							

Total A (Ordinary shares): 0

Total funds raised during the month from exercise of options: USD 0

Remarks:

As at close of January 2024, after taking into account the number of new shares which may be issued to satisfy the outstanding non-option awards, 58,673,523 shares will be available for future grants of share options and share awards under the 2022 Equity Incentive Plan.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		09688				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	As at close of the preceding month, under the 2017 Equity Incentive Plan, granted but not yet vested Restricted Share Unit Awards (the "RSUs") covered a total of 18,332,980 shares.			0	18,103,020	
2).	As at close of the preceding month, under the 2017 Equity Incentive Plan, granted but not yet vested Performance-based Restricted Share Unit Awards ("PSUs") covered a total of 1,684,650 shares.			0	842,360	
3).	As at close of the preceding month, under the 2022 Equity Incentive Plan, granted but not yet vested RSUs covered a total of 9,701,240 shares.		22 June 2022	0	8,924,450	

Total D (Ordinary shares): 0

Remarks:

Under the 2017 Equity Incentive Plan, in January 2024, (i) RSUs covering a total of 2,100 shares were vested, all of which were satisfied were satisfied by existing issued shares; (ii) RSUs covering a total of 227,860 shares lapsed, and (iii) PSUs covering a total of 842,290 shares were vested, all of which were satisfied were satisfied by existing issued shares.
Under the 2022 Equity Incentive Plan, in January 2024, RSUs covering a total of 57,990 shares lapsed.

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		09688				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1).	Share award scheme		18 January 2024		3,700,000	

Total E (Ordinary shares): 3,700,000

Remarks:

The 3,700,000 new ordinary shares were issued pending the vesting of and, if applicable, exercise of (1) options granted under the 2015, 2017 and 2022 Equity Incentive Plans and (2) non-option awards granted under the 2017 and 2022 Equity Incentive Plans on terms as previously disclosed.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)

3,700,000

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Samantha (Ying) Du

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"