**Zai Lab Limited**

**再鼎醫藥有限公司 ***

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

**(Stock Code: 9688)**

# VOLUNTARY ANNOUNCEMENT
# VOTING RESULTS OF ANNUAL GENERAL MEETING

Zai Lab Limited (the "**Company**") held its 2022 annual general meeting of shareholders on June 22, 2022 (the "**Annual Meeting**"). Holders of a total of 915,320,832 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 25, 2022, were present in person (by virtual attendance) or by proxy at the Annual Meeting.

## I. 2022 Equity Incentive Plan

At the Annual Meeting, the shareholders approved the Zai Lab Limited 2022 Equity Incentive Plan (the "**2022 Plan**"), which was previously approved by the Company's Board of Directors (the "**Board of Directors**"), conditioned on and subject to the dual-primary listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") becoming effective. The 2022 Plan is intended to replace the Zai Lab Limited 2017 Equity Incentive Plan (the "**2017 Plan**") and is substantially similar to the 2017 Plan, but reflects changes (i) to increase the number of shares reserved for issuance under our equity incentive plans, (ii) required or recommended by the Hong Kong Stock Exchange in connection with the Company's conversion to dual-primary listing status on the Hong Kong Stock Exchange, (iii) in connection with the recent share subdivision approved by the Company's shareholders and effected as of March 30, 2022 and (iv) in connection with updates to the U.S. Internal Revenue Code of 1986, as amended.

The 2022 Plan will become effective following the dual-primary listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited becoming effective, following which time no new grants will be made under the 2017 Plan or the Zai Lab Limited 2015 Omnibus Equity Incentive Plan (the "**2015 Plan**"). Awards already granted under the 2017 Plan or the 2015 Plan will remain in full force and effect pursuant to the terms and conditions of the 2017 Plan and 2015 Plan, respectively, as if the 2017 Plan and 2015 Plan had not been amended or terminated. The 2022 Plan will be subject to the requirements under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**HK Listing Rules**"). The Company's officers and directors are among the persons eligible to receive awards under the 2022 Plan in accordance with the terms and conditions thereunder.

Additional information about the 2022 Plan is included in the proxy statement filed on May 3, 2022 (Shanghai and Hong Kong Time) (the "**Proxy Statement**") under the caption "PROPOSAL 11: APPROVAL OF 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". The foregoing description of the 2022 Plan is qualified by reference to the full text of the 2022 Plan, which is set forth in Appendix B to the Proxy Statement and available for viewing on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at http://www.zailaboratory.com.

## II. Amendment of the Articles of Association

At the Annual Meeting, the shareholders approved amending and restating the Company's Fifth Amended and Restated Articles of Association (the "**Current Articles**") with the Sixth Amended and Restated Articles of Association (the "**Amended Articles**"), conditioned on and subject to the Company's conversion to dual-primary listing status on the Main Board of the Hong Kong Stock Exchange, to reflect changes required or recommended by the Hong Kong Stock Exchange in connection with the Company's conversion to dual-primary listing status on the Hong Kong Stock Exchange and the recent share subdivision approved by shareholders and effected as of March 30, 2022. The Amended Articles will become effective following the dual-primary listing of the Company on the Main Board of the Hong Kong Stock Exchange becoming effective.

Additional information about the Amended Articles is included in the Proxy Statement under the caption "PROPOSAL 10: ADOPTION OF THE SIXTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION, CONDITIONED AND EFFECTIVE UPON THE EFFECTIVE DATE OF THE COMPANY'S CONVERSION TO DUAL-PRIMARY LISTING ON THE HKEX". The foregoing description of the key changes to the Amended Articles is qualified by reference to the full text of the Amended Articles, which is set forth in Appendix A to the Proxy Statement and available for viewing on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at http://www.zailaboratory.com.

The matters set forth below were voted on by the shareholders and approved at the Annual Meeting. Detailed descriptions of each proposal and the applicable voting procedures at the Annual Meeting are contained in the Proxy Statement. Proposals 1 to 14 in the notice of the Annual Meeting were approved at the Annual Meeting. For Proposal 15, the shareholders voted for an advisory vote on named executive officer compensation to be held every year. 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 2023 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** |
|---|---|---|---|
| 897,105,152 | 13,753,760 | 4,461,920 | — |

Accordingly, this 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 2023 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** |
|---|---|---|---|
| 912,147,972 | 1,932,000 | 1,240,860 | — |

Accordingly, this 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 2023 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** |
|---|---|---|---|
| 907,572,992 | 6,610,230 | 1,137,610 | — |

Accordingly, this 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 2023 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 |
|---|---|---|---|
| 913,395,582 | 787,640 | 1,137,610 | — |

Accordingly, this 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 2023 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 |
|---|---|---|---|
| 896,329,192 | 17,849,390 | 1,142,250 | — |

Accordingly, this 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 2023 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 |
|---|---|---|---|
| 911,069,552 | 3,109,030 | 1,142,250 | — |

Accordingly, this 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 2023 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 |
|---|---|---|---|
| 745,805,607 | 168,201,166 | 1,236,220 | — |

Accordingly, this Proposal 7 was carried as an ordinary resolution.

Proposal 8:

(8) AS 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.

| For | Against | Abstentions | Broker Non-votes |
|---|---|---|---|
| 785,544,277 | 126,687,935 | 3,088,620 | — |

Accordingly, this Proposal 8 was carried as an ordinary resolution.

Proposal 9:

(9) AS 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.

| For | Against | Abstentions | Broker Non-votes |
|---|---|---|---|
| 822,507,942 | 91,675,280 | 1,137,610 | — |

Accordingly, this Proposal 9 was carried as an ordinary resolution.

Proposal 10:

(10) AS A SPECIAL RESOLUTION: to adopt the Sixth Amended and Restated Memorandum and Articles of Association of the Company in the form annexed to the Proxy Statement as Appendix A as described in the Proxy Statement, conditioned on and subject to the dual-primary listing of the Company on the Main Board of the Hong Kong Stock Exchange becoming effective.

| **For** | **Against** | **Abstentions** | **Broker Non-votes** |
|---|---|---|---|
| 915,248,322 | 54,560 | 17,950 | — |

Accordingly, this Proposal 10 was carried as a special resolution.

Proposal 11:

(11) AS AN ORDINARY RESOLUTION: to approve the 2022 Plan, conditioned on and subject to the dual-primary listing of the Company on the Main Board of the Hong Kong Stock Exchange becoming effective.

| **For** | **Against** | **Abstentions** | **Broker Non-votes** |
|---|---|---|---|
| 699,250,682 | 216,044,660 | 25,490 | — |

Accordingly, this Proposal 11 was carried as an ordinary resolution.

Proposal 12:

(12) AS 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 Company and its subsidiaries for the year ending December 31, 2022 submitted to the Hong Kong Stock Exchange in accordance with the HK Listing Rules, conditioned upon and subject to the Company's receipt of the requisite approvals from the Hong Kong Stock Exchange and the Financial Reporting Council of Hong Kong.

| **For** | **Against** | **Abstentions** | **Broker Non-votes** |
|---|---|---|---|
| 915,308,102 | 1,310 | 11,420 | — |

Accordingly, this Proposal 12 was carried as an ordinary resolution.

Proposal 13:

(13) AS 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 Hong Kong Stock Exchange becoming effective and other conditions described in the Proxy Statement.

| For | Against | Abstentions | Broker Non-votes |
|---|---|---|---|
| 560,367,595 | 354,058,457 | 894,780 | — |

Accordingly, this Proposal 13 was carried as an ordinary resolution.

Proposal 14:

(14) 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 |
|---|---|---|---|
| 803,515,252 | 111,065,890 | 739,690 | — |

Accordingly, this Proposal 14 was carried as an ordinary resolution.

Proposal 15:

(15) AS AN ORDINARY RESOLUTION: to hold an advisory vote on the frequency of future advisory votes on the compensation of our named executive officers.

| One Year | Two Years | Three Years | Abstentions | Broker Non-votes |
|---|---|---|---|---|
| 490,992,637 | 23,060 | 358,326,306 | 18,560 | — |

Accordingly, the Company's shareholders voted for an advisory vote on named executive officer compensation to be held every year.

By Order of the Board
**Zai Lab Limited**
**Samantha Du**
*Director, Chairperson and Chief Executive Officer*

Hong Kong, June 23, 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, M.D. as independent directors.*

* *For identification only*