

**CHARTER OF THE AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
ZAI LAB LIMITED**

I. PURPOSE AND AUTHORITY

There shall be a committee of the Board of Directors (the “**Board**”) to be known as the Audit Committee (the “**Committee**”). The Committee shall oversee the accounting and financial reporting processes of Zai Lab Limited (the “**Company**”) and the audits of the Company’s financial statements. The Committee is responsible for:

- (A) Assisting the Board in its oversight of (i) the integrity of the consolidated financial statements of the Company, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications and independence, (iv) the performance of the Company’s internal audit function and independent auditors, (v) the Company’s compliance programs, and (vi) the Company’s internal control over financial reporting.
- (B) Deciding whether to appoint, retain or terminate the Company’s independent auditors and to pre-approve all audit, audit-related, tax and other services, if any, to be provided by the independent auditors.
- (C) Preparing the disclosure required by Item 407(d)(3)(i) of Regulation S-K and the report required by the Securities and Exchange Commission (the “**SEC**”) rules to be included in the Company’s annual proxy statement.

The Committee’s role is one of oversight. The Company’s management is responsible for preparing the Company’s financial statements and the independent auditors are responsible for auditing such financial statements. The independent auditor and the internal auditing department are or shall be ultimately accountable to the Committee, in its capacity as a committee of the Board, and to the full Board. While the Committee has the oversight, supervisory and other powers and responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits, to implement or to assess the Company’s system of internal controls, or to determine or certify that the Company’s financial statements are complete and accurate or are in compliance with generally accepted accounting principles. These matters and tasks are the responsibility of the Company’s management, internal auditor (or other personnel responsible for the internal audit function) and/or the independent auditor.

Consistent with the Committee’s oversight role, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee should also provide for open communication among the independent auditor, financial and senior management, the internal auditing function, and the Board. The Committee shall engage in such activities as are necessary or appropriate (many of which are outlined herein) in order for it to render an annual report of the Committee that meets any applicable regulatory requirements.

To the fullest extent permissible under applicable law, each member of the Committee is entitled to rely in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Committee by any of the Company's officers, employees, or committees, the independent auditor, the internal auditing department or any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

II. COMPOSITION

1. Number. The Committee shall consist of no fewer than three members of the Board.
2. Independence. Each member of the Committee shall meet any applicable independence and experience requirements of The Nasdaq Global Market ("**Exchange**"), including those set forth in the Nasdaq rules, the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules and regulations of the SEC. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the past three years.
3. Financial Literacy. All members of the Committee must be able to read and understand financial statements, including a balance sheet, income statement and cash flow statement. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall, to the extent required, be an "audit committee financial expert" as defined by the SEC or otherwise have accounting or related financial management expertise as interpreted by the Board in its business judgment. A member who qualifies as an "audit committee financial expert" under the rules and regulations of the SEC is presumed to satisfy the Exchange requirement to have one financially sophisticated audit committee member. The Company shall report the existence and identity of such "audit committee financial expert" in its annual report.
4. Chairperson. Unless a Chairperson is elected by the Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall lead the Committee, including preparing the agenda, presiding over the meetings, making sub-committee assignments and reporting to the Board on the Committee's behalf.
5. Service on Multiple Audit Committees. Members may serve on no more than three separate public company audit committees simultaneously without prior review and determination by the Board that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.
6. Determinations Regarding Membership. The Board will make all determinations regarding satisfaction of the membership requirements

described above and will review, at least annually, the Committee's compliance with such requirements.

III. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet no less frequently than once every fiscal quarter, and more frequently as circumstances dictate. The Committee shall meet periodically in separate executive sessions with management, the internal auditors (or other personnel responsible for the internal audit function) and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.
2. Access to Management and Advisors. The Committee shall have access to management, internal staff, the independent auditor, the corporate compliance staff, and the Company's internal and outside legal counsel, both at meetings and otherwise.
3. Information Needs; Meeting Materials. The Committee shall communicate its expectations and the nature, timing, and extent of its information needs to management, internal audit staff (or other personnel responsible for the internal audit function), and external parties, including the independent auditor. Written materials, including key performance indicators and measures related to key business and financial risks, shall be received from management, auditors, and others sufficiently in advance of meeting dates to give members of the Committee adequate time to review such materials. Meeting conduct will assume Committee members have reviewed any such written materials in sufficient depth to participate in dialogue with other members of the Committee and the Board regarding the subject matter of such written materials.
4. Independent Advisors; Other Expenses. To the extent deemed necessary or appropriate by the Committee in carrying out its Charter, the Committee shall have the sole authority to (i) engage, oversee and direct the activities of legal, financial, accounting or other specialists as may be necessary to support its role and responsibilities, (ii) cause the Company to pay the compensation of such advisors and (iii) cause the Company to pay the independent auditor's compensation (or any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company) as well as the ordinary administrative expenses of the Committee.
5. Annual Self-Evaluation. The Committee shall review, discuss, and assess its performance as well as its role and responsibilities at least annually, seeking input from senior management, the full Board, and others as the members of the Committee deem appropriate. Changes in role and/or responsibilities, if any, shall be recommended to the full Board for approval.

6. Subcommittees. The Committee may delegate authority to one or more members of the Committee who are independent directors of the Board, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next meeting.
7. Charter. The Committee shall reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

IV. RESPONSIBILITIES AND DUTIES

(A) General

The following responsibilities and duties shall be the common recurring activities of the Committee in fulfilling the purposes of the Committee set forth in Section I of this Charter. The Committee may undertake additional responsibilities and establish additional policies and procedures as may be appropriate from time to time to respond to changing business, legislative, regulatory, legal or other conditions. The Committee also shall carry out any other responsibilities and duties delegated by the Board to the Committee related to the purposes of the Committee set forth in Section I of this Charter.

(B) Oversight of Independent Auditors

1. Appointment. The Committee shall have the sole authority to appoint, evaluate, oversee, retain, compensate, terminate and change the Company's independent auditor (including resolution of disagreements between management and the Company's independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the independent auditor shall report directly to the Committee. The Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints.
2. Compensation. The Committee shall approve all audit and permitted non-audit engagement fees and terms, any fees paid to any advisors employed by the Committee, and/or funding for the payment of expenses of the Committee, that are necessary or appropriate in carrying out the purposes of the Committee set forth in Section I of this Charter.
3. Pre-Approval of Services. The Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services to be performed for the Company by its independent auditor. Consistent with any applicable SEC rules on auditor independence, the Committee annually may establish ceilings on the level of fees and costs of generally pre-approved and sufficiently defined services that may be performed without seeking additional approval from the Committee. The Committee may delegate pre-approval authority to one or more of its members. The member (or members) to whom such authority is delegated must report, for informational purposes only, any

pre-approval decisions to the Committee at its next regularly scheduled meeting.

4. Evaluation. The Committee shall evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors.
5. Oversight. The Committee shall oversee the work of the independent auditor (including, if necessary and appropriate, resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. To the extent necessary or appropriate, with respect to oversight of the Company and the independent auditor relationship, the Committee shall:
 - (a) At least annually, obtain and review (i) a report from the independent auditor describing the independent auditor's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years and any steps taken to deal with any such issues, and (ii) all relationships and services between the independent auditor and the Company potentially impacting the independent auditor's independence.
 - (b) Engage in a dialogue with the independent auditor about any disclosed relationships that may impact the objectivity and independence of the auditor and recommend that the full board take appropriate action to oversee the independence of the independent auditor. Obtain a formal written statement delineating all relationships between the independent auditor and the Company.
 - (c) Request that the independent auditor inform the Committee of material issues on which the national office of the independent auditor was consulted by the Company's audit team.
 - (d) Meet with the independent auditor before the audit to discuss the preparation and employment of the audit.
 - (e) Ensure the regular rotation of the lead audit partner and other members of the engagement team to the extent required by law, and further consider whether, in order to ensure continuing auditor independence, there should be regular rotation of the independent auditing firm itself.
 - (f) Set clear policies for the Company's hiring of employees or former employees of the independent auditor. Additionally, make inquiries to

confirm that controls and required approvals are in place to prevent the Company from engaging the independent auditors in any services that might impact their independence.

- (g) Obtain from the independent auditor assurance that, to the extent applicable, Section 10A(b) of the Exchange Act (set forth on Appendix I hereto) has not been implicated.

(C) Financial Statements, Earnings Releases and Guidance

1. Review and Discussion of Annual Audited Financial Statements. The Committee shall meet to review and discuss with management and the independent auditor the annual audited and quarterly financial statements, including reviewing, to the extent applicable, specific disclosures made under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and recommend to the Board whether the audited financial statements should be included in any Annual Report on Form 10-K required to be filed by the Company with the SEC.
2. Review and Discussion of Quarterly Financial Statements. The Committee shall meet to review and discuss with management and the independent auditor the quarterly financial statements, including reviewing, to the extent applicable, specific disclosures made under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the results of the independent auditor’s review of the quarterly financial statements, prior to the filing of any Quarterly Report on Form 10-Q required to be filed by the Company with the SEC.
3. Accounting Principles and Presentation. The Committee shall review and discuss with management, internal audit staff (or other personnel responsible for the internal audit function) and the independent auditor any material issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles.
4. Independent Auditor’s Reports. The Committee shall review and discuss reports from the independent auditors with regard to (i) critical accounting policies and practices to be used; (ii) alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; (iii) material judgmental areas where there may have been differing views between management and the independent auditor, including with regard to accounting, disclosure and presentation matters; (iv) the effect of regulatory and accounting pronouncements and initiatives on the financial statements of the Company, (v) off-balance sheet structures; and (vi) other material written

communications between the independent auditor and management, including management letter or schedules of unadjusted differences.

5. Earnings Press Releases and Guidance. The Committee shall:
 - (a) Review and discuss earnings press releases (paying particular attention to the use of “pro forma” or “adjusted” non-GAAP information); and
 - (b) Periodically discuss with management the Company’s earnings releases, financial information and earnings guidance provided to analysts and rating agencies as well as any policies in respect thereof.
6. Conduct of Audit. The Committee shall, to the extent applicable, review with the independent auditor the matters required to be communicated to the Committee by the independent auditor under applicable auditing standards, relating to the conduct of the audit, including any audit problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, management’s response to the difficulties or problems, and any significant disagreements with management.
7. Integrity of Financial Statements. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding, or call into question the integrity of, the Company’s financial statements or accounting policies.

(D) Controls and Procedures

1. Disclosure. The Committee shall review disclosures about any significant deficiencies or material weaknesses in the design or operation of internal controls and any fraud involving management or employees playing a significant role in the Company’s internal controls, made to the Committee by the Company’s Chief Executive Officer and Chief Financial Officer, including, to the extent applicable, any disclosures made during their certification process for the Annual Report on Form 10-K and Quarterly Report on Form 10-Q.
2. Internal Controls and Internal Controls Report. The Committee shall review and discuss with the Company’s Chief Executive Officer, Chief Financial Officer and Chief Legal Officer, internal audit staff (or other personnel responsible for the internal audit function) and the independent auditor the adequacy of the Company’s internal controls, any special steps or remedial measures adopted in light of material control weaknesses or significant deficiencies and, to the extent applicable, the Company’s internal controls report and the independent auditor’s internal controls report prior to the filing of any Annual Report on Form 10-K required to be filed by the Company with the SEC.
3. Procedures for Complaints. The Committee shall oversee the Ethics and Compliance Department’s establishment and oversight of procedures for the

receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and the operation and operability of a whistleblower's communication system allowing employees, officers, directors and the general public to make reports, including anonymous reports where permitted by law.

4. Related Party Transactions. The Committee shall coordinate with the Chief Legal Officer to establish and implement policies and procedures for the Committee's review and approval or disapproval of proposed transactions or course of dealings with respect to which executive officers or directors of the Company or members of their immediate families have an interest. The Committee shall review and approve all related party transactions to the extent such transactions are required to be review in accordance with such policy and procedures, or to the extent such transactions are required to be disclosed in any public filings made by the Company pursuant to Item 404 of Regulation S-K.
5. Material Non-Public Information. The Committee shall oversee the Legal Department's establishment and maintenance of policies and procedures designed to ensure that no trading in Company equity by insiders occurs on the basis of material non-public information. The Committee shall also oversee the establishment of Rule 10(b)(5)-1 plans for trading by officers and directors.
6. Ethics and Compliance. The Committee shall oversee the Company's ethics and compliance function, including:
 - (a) The Committee shall see that the Ethics and Compliance Department regularly updates the Company's Code of Business Conduct and Ethics and other policies and procedures established by the Company with regard to ethical behavior, avoidance of conflicts of interest, and other related matters, and that such Code of Business Conduct and Ethics is published on the Company's website in all relevant languages;
 - (b) The Committee shall review and discuss with the Company's Chief Legal Officer the Committee's annual plan for the Company's

compliance program (the “**Compliance Program**”) and monitor such plan’s progress and results during the year;

(c) At least once every three years, receive and review the results of an independent assessment of the Compliance Program conducted by outside consultant or advisors; and

(d) The Committee shall conduct an annual performance assessment of the Company’s Compliance Officer.

7. Legal and Regulatory Matters. The Committee shall confer with the Company’s Chief Legal Officer about legal, compliance and regulatory matters. The Committee also shall:

(a) at least annually, receive a presentation by management summarizing the Company’s programs and control for compliance with legal and regulatory requirements; and

(b) review and discuss with management and the internal auditor (or other personnel responsible for the internal audit function) the Company’s procedures and practices designed to provide reasonable assurance that: (i) the Company’s books, records, accounts and internal accounting controls are established and maintained in compliance with the Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010 and similar laws and regulations to which the Company is subject, and (ii) there are adequate company level controls in place to prevent or detect (A) any improper or illegal disbursement of corporate funds or property of value or (B) the making of any arrangement on behalf of the Company which may provide for or result in the improper or illegal disbursement of funds or property of value, in order that the Company be in compliance with such laws and regulations.

(E) Matters Relating to Internal Auditors, Risk Assessment and Risk Management

1. Internal Audit Matters. To the extent necessary or appropriate, with respect to the Company’s internal audit function, the Committee shall:

(a) Review the appointment and replacement of the senior internal auditing executive and discuss with the independent auditor and management the

internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

- (b) Receive periodic reports on the scope and results of work performed by the internal audit function.
 - (c) Review the significant reports to management prepared by the internal auditing department and management's responses.
2. Risk Assessment. The Committee shall periodically (but no less than annually) discuss guidelines and policies to govern the process by which risk assessment and management is undertaken.
3. Risk Management. The Committee shall:
- (a) Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
 - (b) Oversee the establishment of an Enterprise Risk Management ("ERM") system by the Legal Department and The Ethics and Compliance Department;
 - (c) At least annually, receive and review the findings of the Legal Department's annual ERM review;
 - (d) Oversee the audit functions assessment and management of risk within its function for the company.

(F) Information Technology Systems, Processes and Data

The Committee shall oversee the integrity of the Company's information technology systems, processes and data and periodically (but no less than annually), at its discretion, review and assess with management and the internal auditor (or other personnel responsible for the internal audit function), the adequacy of security for the Company's information technology systems, processes and data and the Company's contingency plans in the event of a breakdown or security breach affecting the Company's information technology systems, and data or the information technology systems, processes and data of the Company's clients. This will include, without limitation, monitoring the adequacy of the Company's Policy on the Protection of Personal Information and related programs designed to comply with applicable laws and regulations. The Committee will receive

reports on the operation of such programs by the Chief Privacy Officer, Chief Legal Officer and/or the IT Department of the Company, as applicable.

(G)Other

The Committee shall perform such other functions as may be required by applicable laws, rules and regulations and the Company's Memorandum and Articles, or by the Board, and shall report regularly to the Board.

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It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

Adopted by the Board of Directors on December 23, 2020.

Section 10A(b) of the Securities Exchange Act of 1934

(b) Required response to audit discoveries

(1) Investigation and report to management

If, in the course of conducting an audit pursuant to this title to which subsection (a) of this section applies, the registered public accounting firm detects or otherwise becomes aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the issuer) has or may have occurred, the firm shall, in accordance with generally accepted auditing standards, as may be modified or supplemented from time to time by the Commission:

(A)

(i) determine whether it is likely that an illegal act has occurred; and

(ii) if so, determine and consider the possible effect of the illegal act on the financial statements of the issuer, including any contingent monetary effects, such as fines, penalties, and damages; and

(B) as soon as practicable, inform the appropriate level of the management of the issuer and assure that the audit committee of the issuer, or the board of directors of the issuer in the absence of such a committee, is adequately informed with respect to illegal acts that have been detected or have otherwise come to the attention of such firm in the course of the audit, unless the illegal act is clearly inconsequential.

(2) Response to failure to take remedial action

If, after determining that the audit committee of the board of directors of the issuer, or the board of directors of the issuer in the absence of an audit committee, is adequately informed with respect to illegal acts that have been detected or have otherwise come to the attention of the firm in the course of the audit of such firm, the registered public accounting firm concludes that--

(A) the illegal act has a material effect on the financial statements of the issuer;

(B) the senior management has not taken, and the board of directors has not caused senior management to take, timely and appropriate remedial actions with respect to the illegal act; and

(C) the failure to take remedial action is reasonably expected to warrant departure from a standard report of the auditor, when made, or warrant resignation from the audit engagement;

the registered public accounting firm shall, as soon as practicable, directly report its conclusions to the board of directors.

(3) Notice to Commission; response to failure to notify

An issuer whose board of directors receives a report under paragraph (2) shall inform the Commission by notice not later than 1 business day after the receipt of such report and shall furnish the registered public accounting firm making such report with a copy of the notice furnished to the Commission. If the registered public accounting firm fails to receive a copy of the notice before the expiration of the required 1-business-day period, the registered public accounting firm shall--

- (A) resign from the engagement; or
- (B) furnish to the Commission a copy of its report (or the documentation of any oral report given) not later than 1 business day following such failure to receive notice.

(4) Report after resignation

If a registered public accounting firm resigns from an engagement under paragraph (3)(A), the firm shall, not later than 1 business day following the failure by the issuer to notify the Commission under paragraph (3), furnish to the Commission a copy of the report of the firm (or the documentation of any oral report given).