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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240. 14a-12

**ZAI LAB LIMITED**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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# Your **Vote** Counts!

ZAI LAB LIMITED

2024 Annual Meeting

Vote by June 16, 2024 11:59 PM (U.S. Eastern Time)  
June 17, 2024 11:59 AM (Shanghai and Hong Kong Time).

ZAI LAB LTD  
4560 JINKE ROAD  
BLDG. 1, FOURTH FLOOR  
PUDONG, SHANGHAI  
CHINA 201210



V46488-P12281

## You invested in ZAI LAB LIMITED and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on June 18, 2024.**

### Get informed before you vote

View the Notice, Proxy Statement, Annual Report, and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote in Person or Virtually at the Meeting\*

June 18, 2024  
8:00 p.m. (Shanghai and Hong Kong Time)  
8:00 a.m. (U.S. Eastern Time)

4560 Jinke Road  
Bldg. 1, Fourth Floor  
Pudong, Shanghai  
China 201210  
[www.virtualshareholdermeeting.com/ZLAB2024](http://www.virtualshareholdermeeting.com/ZLAB2024)

\*Please check the meeting materials for any special requirements for meeting attendance. If you are attending the meeting in person, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
<b>THAT</b> , each director nominee identified below is hereby re-elected to serve as a director until the 2025 annual general meeting of shareholders and until his or her successor is duly elected and qualified, subject to his or her earlier resignation or removal:	
1. Samantha (Ying) Du	✔ For
2. Kai-Xian Chen	✔ For
3. John D. Diekman	✔ For
4. Richard Gaynor	✔ For
5. Nisa Leung	✔ For
6. William Lis	✔ For
7. Scott Morrison	✔ For
8. Leon O. Moulder, Jr.	✔ For
9. Michel Vounatsos	✔ For
10. Peter Wirth	✔ For
11. <b>THAT</b> , the appointment of KPMG LLP and KPMG as the Company's independent registered public accounting firms and auditors to audit the Company's consolidated financial statements to be filed with the U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited for the year ending December 31, 2024, respectively, is hereby approved.	✔ For
12. <b>THAT</b> , the authority of the Board of Directors to fix the auditor compensation for 2024, is hereby approved.	✔ For
13. <b>THAT</b> , on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy statement, is hereby approved.	✔ For
14. <b>THAT</b> , a general mandate to the Board of Directors to allot and issue ordinary shares and/or ADSs and/or resell treasury shares of up to 20% of the total number of issued ordinary shares of the Company (excluding treasury shares) as of the date of the Annual Meeting until the 2025 annual general meeting of shareholders is hereby approved.	✔ For
15. <b>THAT</b> , if Ordinary Resolution 14 is not approved, a general mandate to the Board of Directors to allot and issue ordinary shares and/or ADSs and/or resell treasury shares of up to 10% of the total number of issued ordinary shares of the Company (excluding treasury shares) as of the date of the Annual Meeting until the 2025 annual general meeting of shareholders, is hereby approved.	✔ For
16. <b>THAT</b> , a general mandate to repurchase ordinary shares and/or ADSs of up to 10% of the total number of issued ordinary shares of the Company (excluding treasury shares) as of the date of the Annual Meeting until the 2025 annual general meeting of shareholders, is hereby approved.	✔ For
17. <b>THAT</b> , an ordinary resolution to approve the Zai Lab Limited 2024 Equity Incentive Plan is hereby approved.	✔ For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".