CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF ZAI LAB LIMITED

(Adopted by the Board of Directors on October 20, 2026)

I. PURPOSE AND AUTHORITY.

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Zai Lab Limited (the "Company") is to discharge the duties delegated by the Board relating to corporate governance and director nominations.

II. COMPOSITION.

(A) Number. The Committee shall be composed of at least three members.

(B) Independence. Each member of the Committee shall satisfy the applicable independence requirements and qualify as an "independent director" under the applicable listing standards of the Nasdaq Global Market (the "Nasdaq") and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HK Listing Rules").

(C) Chairperson. Unless a Chairperson is designated by the Board, the members of the Committee shall designate a Chairperson by a majority vote of all of the members of the Committee. 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.

(D) Determinations Regarding Membership. Members of the Committee shall be appointed by the Board and may be removed at the Board's discretion. The Board will evaluate compliance with the membership requirements described above at least annually.

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. Meetings may be conducted telephonically, electronically, or by such other means or procedures as are established by the Committee to govern its operations. For regular meetings, and as far as practicable in all other cases, an agenda and related meeting materials should be sent to all members in a timely manner.

(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 and Compensate Outside Advisors. The Committee shall have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain

a search firm to assist in the identification of director candidates and legal, accounting, or other experts or 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 Decisions. Action may be taken by the Committee at a Committee 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) Minutes. Full minutes of the Committee meetings should be kept by a duly appointed secretary of the Committee, reviewed and approved by the Committee, and stored in the Committee records.

(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 of the Committee and to officers of the Company such responsibilities of the Committee as may be permitted by applicable laws, rules, or regulations and in accordance with the listing rules and standards set forth by the Nasdaq and the Hong Kong Stock Exchange; any decisions of such subcommittees shall be presented to the Committee at its next meeting.

(H) Charter. The Committee shall review the provisions of this Charter at least annually and recommend any proposed changes to the Board.

IV. RESPONSIBILITIES AND DUTIES.

The Committee's principal responsibilities and duties are:

(A) Board and Committee Matters; Corporate Governance.

(1) Director Nominees. The Committee shall identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive and review nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer; recommend to the Board the director nominees for the next annual meeting of shareholders or for appointment by the Board, as the case may be, pursuant to the Memorandum and Articles of Association of the Company (as amended) and the applicable requirements of the Nasdaq, SEC, and Hong Kong Stock Exchange (taking into account factors including the overall diversity and composition of the Board and each candidate's experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of other Board service and other commitments, dedication, conflicts of interest, and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board). The Committee will consider potential director candidates recommended by the Company's management and shareholders in the same manner as nominees identified by

the Committee.

(2) Independence. The Committee shall assess the independence of the non-executive directors on an annual basis upon receipt and review of a written confirmation from each of these directors in respect of his or her independence pursuant to the independence requirements of the Nasdaq and the HK Listing Rules.

(3) Committee Membership. The Committee shall recommend to the Board qualified individuals to serve as members on the various Board committees. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members as deemed appropriate. In connection with these recommendations, the Committee shall evaluate satisfaction of the member qualification requirements set forth in the applicable committee charter and make recommendations to the Board regarding such evaluation.

(4) Board Composition. The Committee shall review the Company's practices and policies with respect to directors, including reviewing the structure, size, and composition of the Board (including the skills, knowledge and experience and the ratio of employee directors to non-employee directors) at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board.

(5) Committee Duties and Composition. The Committee shall review the functions, duties, and composition of the committees of the Board and the frequency and structure of Board committee meetings and make recommendations to the Board with respect thereto.

(6) Special Committees. The Committee shall recommend that the Board establish such special committees as may be desirable or necessary to address ethical, legal, or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

(7) Board and Committee Self-Assessments. The Committee shall support the Company's regular evaluation of the performance of the Board and recommend to the Board or to the appropriate committee thereto processes for annual evaluations of the performance of the Board, Chairperson of the Board, CEO, and Board committees.

(8) Conflicts of Interest. The Committee shall consider and report to the Board any questions regarding possible conflicts of interest of Board members.

(9) Governance Expectations. The Committee shall clearly articulate to each director what is expected, with reference to the Company's corporate governance principles and Corporate Governance Guidelines, including with respect to directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.

(10) Training. The Committee shall oversee new director orientation and continuing education for existing directors on a periodic basis, as deemed appropriate.

(11) Succession Planning. The Committee shall oversee the maintenance and presentation of the Board or management's plans for succession to senior management positions in the Company, and make recommendations to the Board on succession planning for directors and senior management positions in the Company (in particular, the Chairperson and Chief Executive Officer).

(12) Corporate Governance Principles. The Committee shall review the Company's corporate governance principles, including the Company's Corporate Governance Guidelines, on an annual basis, or more frequently if appropriate, and recommend any proposed changes to the Board.

(13) Legal Developments and Compliance. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any corrective actions to be taken.

(B) Environmental, Social, and Governance ("ESG") Matters. The Committee shall oversee the Company's environmental, social, and governance activities, progress, and disclosures.

(C) Additional Duties and Administration. The Committee shall perform such other functions as may be required by applicable laws, rules, and regulations and the Memorandum and Articles of Association of the Company (as amended) and shall carry out any other responsibilities and duties delegated by the Board to the Committee. The Committee shall report periodically to the Board with respect to its decisions and recommendations.

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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.

(If there is any inconsistency between the English and Chinese version of this Charter, the English version shall prevail.)