

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

(Adopted by the Board of Directors on June 27, 2022)

**I. ORGANIZATION AND GOVERNANCE.**

There shall be a committee of the Board of Directors (the “**Board**”) of Zai Lab Limited (the “**Company**”) to be known as the Nominating and Corporate Governance Committee (the “**Committee**”). In order to fulfill its role, the Committee shall meet as often as it deems necessary to carry out its duties and responsibilities, and shall be organized and governed in the following manner:

- (A) Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- (B) Any two members or the Chairperson 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 from time to time. For regular meetings, and as far as practicable in all other cases, an agenda and related meeting materials should be sent, in full, to all members in a timely manner.
- (C) 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.
- (D) Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- (E) The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full 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 Global Market (the “**Nasdaq**”) and The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

**II. COMPOSITION.**

Members of the Committee will be appointed by the Board and may be removed at the Board’s discretion. Unless a Chairperson is designated by the Board, the members of the Committee may designate a Chairperson by a majority vote of the members of the Committee. The Committee shall consist of not less than three members appointed by the Board, each of whom shall satisfy the independence requirements of the Nasdaq and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HK Listing Rules**”).

### **III. STATEMENT OF PURPOSE.**

The purposes of the Committee are (i) to assist in identifying, recruiting, and, if appropriate, interviewing individuals qualified to become members of the Board, (ii) to recommend to the Board director nominees for the next annual meeting of shareholders or for appointment by the Board, as the case may be, pursuant to the effective memorandum and articles of association of the Company and the applicable requirements of the Nasdaq, the U.S. Securities and Exchange Commission (“SEC”) and the Hong Kong Stock Exchange, and (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company.

### **IV. GOALS AND RESPONSIBILITIES OF THE COMMITTEE.**

The responsibilities of the Committee shall include the following:

#### **(A) Board and Committee Matters; Corporate Governance.**

- (1) Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive 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 effective memorandum and articles of association of the Company and the applicable requirements of the Nasdaq, SEC and Hong Kong Stock Exchange (taking into account each candidate’s experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of 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, and the overall diversity and composition of the Board).
- (2) 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) 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 to the Board to fill vacancies as needed.
- (4) 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 and make recommendations on any proposed changes to the Board.

- (5) Review the functions, duties and composition of the committees of the Board and the frequency and structure of Board meetings and make recommendations to the Board with respect thereto.
- (6) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order 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) Recommend to the Board or to the appropriate committee thereto processes for annual evaluations of the performance of the Board, the Chairperson of the Board and the CEO and appropriate committees of the Board.
- (8) Consider and report to the Board any questions of possible conflicts of interest of Board members.
- (9) Clearly articulate to each director what is expected, including reference to the Company's corporate governance principles and directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.
- (10) Provide for new director orientation and continuing education for existing directors on a periodic basis.
- (11) 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) Develop and recommend to the full Board a set of corporate governance principles applicable to the Company and review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- (13) 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) Other.

- (1) Review and assess the adequacy of this charter and submit any proposed changes to the Board for approval.

- (2) Report its actions and any recommendations to the Board on a periodic basis.
- (3) Annually perform, or participate in, an evaluation of the performance of the Committee.
- (4) Perform such other functions as may be required by applicable laws, rules and regulations and the effective memorandum and articles of association of the Company, or requested by the Board, and shall report periodically to the Board with respect to such other functions.

**V. POWERS OF THE COMMITTEE ON DIRECTORS AND CORPORATE GOVERNANCE.**

In order to fulfill its role, the Committee shall have the authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.

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