

ZAI LAB LIMITED

COMPLIANCE COMMITTEE CHARTER

(Adopted by the Board of Directors of Zai Lab Limited, a Cayman Islands exempted company (the “Company”), on November 16, 2018)

I. PURPOSE

The purpose of the Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to the Company’s and its subsidiaries’ (i) compliance policies and practices, (ii) policies and practices regarding issues that have the potential to seriously impact the Company’s business and reputation, and (iii) commitment, policies and practices for acting as a responsible, ethical corporate citizen. The Committee will exercise such other powers and perform such other duties as the Board may from time to time delegate to it.

For the avoidance of doubt, nothing in this Charter is intended to derogate any of the Audit Committee’s duties and responsibilities under the Audit Committee’s charter or as otherwise imposed by applicable law or regulation. The Audit Committee has oversight responsibility for matters of financial reporting, financial audit matters and internal controls over financial reporting, including compliance with all laws, rules and regulations governing such matters and risk oversight with respect to such areas. The chairperson of the Committee shall share relevant information and routinely collaborate with the chairperson of the Audit Committee on (i) any findings that may create or indicate any defects or potential defects in the business management of the Company; (ii) any other findings that may reflect a systemic or widespread compliance or regulatory issue that exposes the Company to significant legal, compliance or reputational risk and (iii) any other findings or issues that the Committee chairperson determines needs to be reported to the Audit Committee.

For purposes of this Charter, “compliance” shall mean compliance with all applicable laws, regulations and requirements and the internal policies of the Company.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more members of the Board, the exact number to be determined from time to time by the Board on the recommendation of the Nominating Committee. The chairperson of the Committee shall be designated by the Board. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by a majority vote of the Board.

Members of the Committee shall meet any requirements that the Board may deem appropriate. Except as otherwise determined by the Board, (i) at least one member of the Committee shall, in the judgment of the Board, have a background in healthcare and (ii) at least one member of the Committee shall also be a member of the Audit Committee, but the majority of the Committee shall not be members of the Audit Committee. The chairperson of the Committee shall be an independent member of the Board with experience serving on the board of directors of a publicly-traded life sciences company with commercial sales activities.

III. PROCEDURES AND ADMINISTRATION

- A. Meetings. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee will receive periodic reports from the Company's Chief Compliance Officer (the "CCO") on the status of the Company's compliance program and related activities. The Committee may meet separately, in executive session, with the Company's management, the CCO, other selected Company employees and/or outside counsel and other experts or consultants selected by the Committee. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The independent directors on the Committee may meet in executive session. At least annually, the Committee shall coordinate with the Audit Committee to discuss matters of mutual interest within the context of each committee's respective responsibilities. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain minutes of its meetings and records relating to those meetings. The chairperson of the Audit Committee shall be invited by the Committee chairperson to participate in meetings of the Compliance Committee, as deemed appropriate by the Committee chairperson after taking into consideration the applicable agenda for such meetings.
- B. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time (including a subcommittee consisting of a single member).
- C. Reports to Board and Audit Committee. The Committee shall report regularly to the Board on its oversight of compliance, including: (i) the state of the Company's compliance program (ii) significant regulatory or compliance issues involving the Company of which the Committee has been made aware, (iii) any potential patterns of significant non-compliance identified within the Company, (iv) any significant disciplinary actions against compliance or corporate audit personnel and (v) any other issues that may reflect a systemic or widespread compliance or regulatory issue that exposes the Company to significant compliance, legal, or reputational risk. The Committee chairperson shall also share relevant information and routinely collaborate with the Audit Committee chairperson on any findings that the Committee chairperson determines needs to be reported to the Audit Committee.
- D. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- E. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary expenses of the Committee that are necessary or appropriate in carrying out its duties.
- F. Annual Self-Evaluation. In accordance with Article V below, the Committee shall evaluate its own performance at least annually.

IV. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities are within the authority of the Committee (and the Committee shall have the duty and responsibility, consistent with and subject to applicable laws and rules and regulations):

- A. to oversee the Company's policies and practices for complying with laws, regulations and internal procedures (other than regarding financial reporting matters), including without limitation product safety, manufacturing and quality requirements; environmental practices; applicable securities law and regulations; the U.S. Foreign Corrupt Practices Act of 1977, as amended, and all foreign equivalents; marketing and promotional practices; privacy requirements; pricing decisions; research and development; regulations, rules and procedures of the PRC NMPA, US FDA, EMA and other similar regulatory bodies; fair competition practices; current industry practices; new developments and key trends relating to regulatory compliance, corporate responsibility and government relations that affect or could affect the Company; and the Company's Code of Business Conduct and Ethics;
- B. to oversee the Company's compliance program and evaluate its effectiveness and adequacy, review and approve the internal compliance audit plan and receive periodic updates from the Chief Compliance Officer on major compliance-related activities;
- C. to review the Company's policies and practices regarding issues that have the potential to seriously impact the Company's business operations and reputation;
- D. to review and monitor efforts to promote an ethical culture;
- E. to oversee the mechanisms for employees to seek guidance and report concerns regarding matters of compliance with laws, regulations and industry standards; and
- F. to exercise such other powers and perform such other duties as the Board may from time to time delegate to it.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company and its subsidiaries. The Committee has the power to retain outside counsel, auditors, consultants, valuation firms or other advisors to assist it in carrying out its activities. The Company and/or its subsidiaries shall provide adequate resources to support the Committee's activities, including compensation of the Company's and its subsidiaries' consultants and any legal counsel, other auditors and other advisers retained by the Committee. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate the Company's and its subsidiaries' consultants and any counsel, other auditors and other advisers hired to assist the Committee, who shall be accountable ultimately to the Committee. Nothing contained in this Charter is intended to create, or should

be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable laws.

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate.