



**Zai Lab Limited**  
**再鼎醫藥有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*  
(the “Company”)

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY**

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

Terms defined in the Company’s sixth amended and restated articles of association (the “**Articles of Association**”) adopted by the Company pursuant to a Special Resolution passed on June 22, 2022 (and as may be amended from time to time) shall, unless the context requires otherwise, have the same meaning when used in this document.

### **1. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS**

1.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person pursuant to the section titled “General Meetings” of the Company’s Articles of Association.

### **2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “HK LISTING RULES”)**

2.1 Pursuant to Rules 13.70 and 13.74 of the HK Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the HK Listing Rules of such person proposed to be elected as a director;

- publish such announcement or issue such supplementary circular not less than ten (10) business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

- 3.1 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, he/she shall lodge a written notice (the “**Notice**”) to: Zai Lab Limited, 314 Main Street, 4th Floor, Suite 100 Cambridge, MA 02142 USA, Attention: Corporate Secretary, with a copy forwarded to the registered office of the Company.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the HK Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.
- 3.3 The period for lodgement of the Notice shall be a period commencing on the day after the dispatch of the notice of such meeting and end on the earlier of (i) seven (7) days after the date of such Notice, or (ii) seven (7) days prior to the date of such meeting (or such other period, being a period of not less than seven (7) days, commencing no earlier than the day of dispatch of the notice of such meeting and ending no later than seven (7) days prior to the date appointed for such meeting, as may be determined by the Directors from time to time).
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

Shareholders are encouraged to refer to the Articles of Association for further details of the procedures involved.

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