

ZAI LAB LIMITED

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Zai Lab Limited (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws, applicable rules of the Nasdaq Stock Market (“Nasdaq”) and The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and the memorandum and articles of association of the Company, as amended from time to time (the “Constitutional Documents”) and other related corporate policies and procedures. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and to be in the best interests of the Company and its shareholders or as required by applicable laws.

The Board

Size of the Board

The Company’s Constitutional Documents provide that the number of directors will not be less than one or more than ten, unless otherwise determined by the shareholders of the Company in a general meeting. The Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”) will periodically review the size of the Board and recommend any proposed changes to the Board.

Independence of the Board

All members of the Board, other than the Chairperson who also serves as the Company’s Chief Executive Officer, currently satisfy the independence requirements of Nasdaq Rule 5605(a)(2), Rule 10A-3 under the Securities Exchange Act 1934, and the independence requirements of the Hong Kong Stock Exchange. The Board will determine on an annual basis the directors who satisfy the independence requirements of Nasdaq Rule 5605(a)(2), Rule 10A-3 under the Securities Exchange Act 1934, and the independence requirements of the Hong Kong Stock Exchange. Only those directors who the Board affirmatively determines have no relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director will be considered independent directors, subject to additional qualifications prescribed under the applicable rules of Nasdaq and the Hong Kong Stock Exchange.

Lead Independent Director

Our Founder and Chief Executive Officer is the Chairperson of the Board. The Board of Directors believes that the Chief Executive Officer is best suited to serve as Chairperson of the Board at this time, including due to her extensive understanding of our business and industry and her ability to identify strategic opportunities, promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board.

To enhance our corporate governance while the roles of Chairperson of the Board and Chief Executive Officer are combined, the Board has appointed a Lead Independent Director. The lead independent director's authority and responsibilities include, but are not limited to, leading meetings when the Chairperson is not present or is conflicted; serving as a liaison between the Chairperson and the independent directors; having the authority to call meetings of the independent directors; and, if requested by major shareholders, being available for consultation and direct communication.

Director Qualification Standards

The Nominating and Corporate Governance Committee is responsible for reviewing, on an annual basis, the qualification criteria for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Corporate Governance Committee, in recommending candidates to the Board, and the Board, in nominating and recommending candidates to the Company's shareholders for election (and, in the case of vacancies, appointing) such candidates, will take into account many factors, including:

- personal and professional integrity, character, reputation and business judgment;
- qualifications, skills, expertise, experience, and educational background;
- diversity across multiple dimensions, including diversity in experiences, perspectives, and skills as well as diversity with respect to gender, age, culture, ethnicity and nationality;
- dedication and time availability in light of other commitments;
- any actual or perceived conflicts of interest; and
- any other relevant factors that the Committee deems appropriate in the context of the needs of the Board and the overall diversity and composition of the Board.

With respect to the above, the Nominating and Corporate Governance Committee and the Board will also consider the candidate's ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today's business environment, experience in the Company's industry, understanding of the Company's business on a technical level, other board service and educational and professional background. Each director nominee must also possess fundamental qualities of intelligence, honesty, good judgment, ethics and integrity, fairness and responsibility. The Board will evaluate each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee should also consider the director's past attendance at meetings and participation in and contributions to the activities of the Board.

Selection of New Directors

Under the Constitutional Documents, the directors, by the affirmative vote of a simple majority of the directors present and voting at a Board meeting, or the sole remaining director, have the power to appoint any person as a director, either to fill a casual vacancy on the Board or as an addition to the existing Board, subject to the Company's compliance with the director nomination procedures required under applicable Nasdaq and Hong Kong Stock Exchange corporate governance rules. The Nominating and Corporate Governance Committee will select and recommend to the Board such candidates as the Nominating and Corporate Governance Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve as directors of the Company, either to be appointed as directors by the Board or to be nominated by the Board as director candidates and recommended to shareholders for election at any general meeting of shareholders at which directors are to be elected or re-elected.

No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors, including whether they have sufficient time and energy to commit to serving on the Board. Service on other boards and/or committees also should be consistent with the Company's conflict of interest policies.

Director Resignation

When a director, including any director who is currently an officer or employee of the Company, resigns from the Board, such director should submit their resignation to the Board in writing.

Term Limits

The Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

Retirement

It is the general policy of the Company that no director may stand for election to the Board after their 80th birthday. The Board may, however, make exceptions to this standard, based on the recommendation of the Nominating and Corporate Governance Committee, as it deems appropriate in the interests of the Company's shareholders.

Director Responsibilities

The Board will supervise the management of the business and affairs of the Company, including through one or more of its committees. Each director is expected to

spend the time and effort necessary to properly discharge their responsibilities as a member of the Board and any Board committee on which they serve. These include, without limitation:

- overseeing the conduct of the Company's business in order to evaluate whether the business is being properly managed;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- reviewing and, where appropriate, approving major changes in, and determinations under, the Guidelines, the Company's Code of Business Conduct and Ethics and other Company policies;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any significant business or asset material to the Company or the entry of the Company into any major new line of business;
- with the input of the Compensation Committee of the Board (the "Compensation Committee"), regularly evaluating the performance and approving the compensation of the Chief Executive Officer of the Company (the "CEO"), without input from or the presence of the CEO;
- with the input of the CEO and the Compensation Committee, regularly evaluating the performance of other senior executives;
- planning for succession with respect to the position of the CEO and monitoring management's succession planning for other senior executives;
- overseeing the Ethics and Compliance Department and reviewing corporate policies, procedures, and practices to promote high standards of ethical conduct for the Company and its employees and compliance with applicable laws and regulations; and
- performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

Director Compensation

The Compensation Committee will consult with senior management of the Company and the Company's independent compensation consultant annually regarding the status of the Company's non-employee director compensation in relation to other non-U.S. companies of comparable size and the Company's competitors. Such report will include

consideration of both direct and indirect forms of compensation to the Company's non-employee directors, including any charitable contributions by the Company to organizations in which a non-employee director is involved. Following a review of the report, the Compensation Committee will recommend any changes in non-employee director compensation to the Board, which changes will be approved or disapproved by the Board after a full discussion.

Director fees, which may include awards under the Company's Equity Incentive Plan, are the sole form of compensation that members of the Audit Committee may receive from the Company.

Conflicts of Interest

Directors are expected to follow the guidelines on conflicts of interest set forth in the Company's Code of Business of Conduct and Ethics and avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict of interest. Any significant conflict must be resolved promptly, or the director should resign.

Related Party Transactions and Connected Transactions

The Board will provide oversight with respect to related party transactions and connected transactions in accordance with corporate policies and procedures.

The Audit Committee should confirm that there is no abuse of corporate assets or unlawful related party transactions.

Board Orientation and Continuing Education of Board Members

The Company will provide new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, Guidelines, principal officers, internal auditors and independent auditors. The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable.

Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson of the Board.

Board Access to Senior Management

The Board will have access to Company management so that they can ask any questions and receive all information necessary to perform their duties. Directors should

exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the CEO.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their respective charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

Annual Self-Evaluation

Following the end of each fiscal year, the Nominating and Corporate Governance Committee will oversee an annual assessment by the Board of the Board's performance. The Nominating and Corporate Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can enhance the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Corporate Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

Company Secretary

There shall be an Office of the Company Secretary, led by the Chief Legal Officer, that will assist the Chairperson of the Board, Lead Independent Director and any Committee Chairs with the establishment of meetings, organization of agendas, circulation of materials and meeting minutes, setting annual calendars for the Board and generally assisting with the administration of the Board and its Committees.

Board Meetings

Frequency of Meetings

The Chairperson of the Board, in consultation with other members of the Board, will determine the frequency and length of Board meetings. In addition, special meetings may be called from time to time as the directors deem appropriate. It is the responsibility of the directors to attend meetings.

Director Attendance

Directors are expected to spend the time and effort necessary to properly discharge their responsibilities. Accordingly, directors are expected to regularly prepare for and

attend meetings of the Board and all committees on which the director sits (including separate meetings of the independent directors), with the understanding that, on occasion, a director may be unable to attend a meeting. Attendance in person at such meetings is preferred, however, attendance by teleconference is considered equivalent to attendance in person. A director who is unable to attend a meeting is expected to notify the Chairperson of the Board or the chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Attendance of Non-Directors

The Board encourages the Chairperson of the Board or the chair of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings, as deemed appropriate, to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

Agendas for Board Meetings

The Chairperson of the Board shall establish the agenda for each Board meeting with input from the management, the Lead Independent Director and, as necessary or desired, from the other directors. The Office of the Company Secretary will assist, as needed, with the development of such materials.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors in a timely manner, sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors (generally no less than five (5) days prior to the meeting). Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

Committee Matters

Number, Name, Responsibilities and Independence of Committees

The Board currently has four committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Research and Development Committee. Each committee will perform its duties as assigned by the Board in compliance with the Constitutional Documents and the committee's charter. Each committee shall have a written charter of responsibilities and authorities that shall be periodically reviewed by the Board. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances.

Assignment and Rotation of Committee Members

Based on the recommendations of the Nominating and Corporate Governance Committee, the Board designates committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board deems appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

Except as otherwise permitted by applicable law and phase-in rules and exemptions, each member of the Audit Committee shall satisfy the independence requirements of the Securities Exchange Act of 1934 and Nasdaq and must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Audit Committee shall be an "audit committee financial expert" within the definition adopted by the U.S. Securities and Exchange Commission, have the appropriate professional qualifications or accounting or related financial management expertise as set forth in the HK Listing Rules, or otherwise have accounting or related financial management expertise as interpreted by the Board in its business judgment. The Company shall report the existence and identity of such "audit committee financial expert" in its annual report.

Frequency of Committee Meetings

The Audit Committee will meet at least once every fiscal quarter. The Compensation Committee, Nominating and Corporate Governance Committee and Research and Development Committee will meet at least once annually. In addition, special meetings may be called by the chair of the committee from time to time as deemed appropriate. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

Committee Meeting Agendas

The chair of each committee, in consultation with the appropriate members of the Committee, will develop the agenda for their committee meetings. The Office of the Company Secretary will assist, as needed, with the development of such materials.

Committee Self-Evaluations

Following the end of each fiscal year, each committee will review its performance and compliance with its charter and recommend to the Board any changes to its charter it deems necessary.

Leadership Development

Annual Review of the CEO

The Compensation Committee, with input from the CEO, will annually establish the performance criteria (including both long-term and short-term goals) for the following fiscal year. Such performance criteria will be considered by the Compensation Committee in connection with the CEO's next annual performance evaluation. At the end of each year,

the CEO will report to the Compensation Committee indicating their progress against such established performance criteria. Thereafter, with the CEO absent, the Compensation Committee will meet to review the CEO's performance. The results of the review and evaluation will be communicated to the CEO by the chair of the Compensation Committee.

Succession Planning

The independent directors work on a periodic basis with the CEO to review, maintain and revise, if necessary, the Company's succession plan upon the CEO's retirement and in the event of an unexpected occurrence. The CEO will report annually to the Board on succession planning for the CEO and other senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the independent directors, on a continuing basis, the CEO's recommendations regarding their successor should he or she be unexpectedly disabled.

Management Development

The Board will evaluate whether there is a satisfactory system in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.