

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Chen Yajing</u> (Last) (First) (Middle) C/O ZAI LAB LIMITED 314 MAIN STREET, 4TH FLOOR, SUITE 100 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/07/2023	3. Issuer Name and Ticker or Trading Symbol <u>Zai Lab Ltd [ZLAB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
American Depositary Shares	45,964	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy) ⁽¹⁾	(2)	10/01/2031	American Depositary Shares	8,000	102.75	D	
Stock Option (Right to Buy) ⁽¹⁾	(3)	11/01/2031	American Depositary Shares	5,000	104.42	D	
Stock Option (Right to Buy) ⁽¹⁾	(4)	04/01/2032	American Depositary Shares	20,000	45.47	D	
Stock Option (Right to Buy) ⁽¹⁾	(5)	04/03/2033	American Depositary Shares	26,000	33.95	D	

Explanation of Responses:

- Each Stock Option is exercisable for one American Depositary Share, which represents ten Ordinary Shares of the issuer.
- The option vests in equal annual installments over five years beginning on 10/01/2022, the first anniversary of the date of grant.
- The option vests in equal annual installments over four years beginning on 11/01/2022, the first anniversary of the date of grant.
- The option vests in equal annual installments over five years beginning on 04/01/2023, the first anniversary of the date of grant.
- The option vests in equal annual installments over four years beginning on 04/03/2024, the first anniversary of the date of grant.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

By: /s/ Bruce Blefeld,
Attorney-in-Fact

07/17/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints Bruce A. Blefeld, signing singly, as their true and lawful attorney-in-fact to:

(1) Prepare, execute and file for and on behalf of the undersigned a Form ID, including amendments thereto, and any other related documents necessary or appropriate to obtain from the Electronic Data Gathering and Retrieval System of the United States Securities and Exchange Commission (the "SEC") the codes, numbers and passphrases enabling the undersigned to make electronic filings with the SEC.

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form ID and the timely filing of such forms with the SEC.

The undersigned hereby grants to above named attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of July 6, 2023.

By: /s/ Yajing Chen

Name: Yajing Chen
Title: Applicant