

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 20, 2023**

**ZAI LAB LIMITED**  
(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**001-38205**  
(Commission  
File Number)

**98-1144595**  
(I.R.S. Employer  
Identification No.)

**4560 Jinke Road  
Bldg. 1, Fourth Floor, Pudong  
Shanghai, China**

**314 Main Street  
4th Floor, Suite 100  
Cambridge, MA, USA**

(Address of principal executive offices)

**201210**

**02142**  
(Zip Code)

**+86 21 6163 2588  
+1 857 706 2604**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>American Depositary Shares, each representing 10 Ordinary Shares, par value \$0.000006 per share</b>	<b>ZLAB</b>	<b>The Nasdaq Global Market</b>
<b>Ordinary Shares, par value \$0.000006 per share*</b>	<b>9688</b>	<b>The Stock Exchange of Hong Kong Limited</b>

\* Included in connection with the registration of the American Depositary Shares with the Securities and Exchange Commission. The ordinary shares are not registered or listed for trading in the United States but are listed for trading on The Stock Exchange of Hong Kong Limited

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 20, 2023, Zai Lab Limited (the Company) held its 2023 annual general meeting of shareholders (the Annual Meeting). Holders of a total of 871,978,890 ordinary shares of the Company, constituting more than one-tenth of all voting share capital of the Company in issue as of the record date of April 20, 2023, were present in person (either physically or by virtual attendance) or by proxy at the Annual Meeting.

The matters set forth below were voted on by the Company's shareholders at the Annual Meeting. Detailed descriptions of each proposal and the applicable voting procedures are contained in the proxy statement filed with the U.S. Securities and Exchange Commission on April 28, 2023 (the Proxy Statement). Proposals 1 to 12 and 14 in the notice of the Annual Meeting were approved at the Annual Meeting. For Proposal 13, the Company's shareholders voted for an advisory vote on the compensation of the named executive officers, as disclosed in the Proxy Statement. As Proposal 14 was carried as an ordinary resolution, Proposal 15 is not applicable. The final voting results for each matter submitted to a vote of shareholders at the Annual Meeting are as follows:

#### Proposal 1:

- (1) AS AN ORDINARY RESOLUTION: to re-elect Samantha (Ying) Du to serve as a director until the 2024 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
864,416,850	5,947,360	1,614,680	-

Accordingly, Proposal 1 was carried as an ordinary resolution.

#### Proposal 2:

- (2) AS AN ORDINARY RESOLUTION: to re-elect Kai-Xian Chen to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
852,243,698	19,685,362	49,830	-

Accordingly, Proposal 2 was carried as an ordinary resolution.

#### Proposal 3:

- (3) AS AN ORDINARY RESOLUTION: to re-elect John D. Diekman to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
766,205,779	105,722,281	50,830	-

Accordingly, Proposal 3 was carried as an ordinary resolution.

#### Proposal 4:

- (4) AS AN ORDINARY RESOLUTION: to re-elect Richard Gaynor to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
854,381,940	17,569,080	27,870	-

Accordingly, Proposal 4 was carried as an ordinary resolution.

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Proposal 5:

- (5) AS AN ORDINARY RESOLUTION: to re-elect Nisa Leung to serve as a director until the 2024 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
867,801,570	4,151,240	26,080	-

Accordingly, Proposal 5 was carried as an ordinary resolution.

Proposal 6:

- (6) AS AN ORDINARY RESOLUTION: to re-elect William Lis to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
866,237,850	5,688,530	52,510	-

Accordingly, Proposal 6 was carried as an ordinary resolution.

Proposal 7:

- (7) AS AN ORDINARY RESOLUTION: to re-elect Scott Morrison to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
766,374,878	105,576,132	27,880	-

Accordingly, Proposal 7 was carried as an ordinary resolution.

Proposal 8:

- (8) AS AN ORDINARY RESOLUTION: to re-elect Leon O. Moulder Jr. to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
751,282,418	120,645,642	50,830	-

Accordingly, Proposal 8 was carried as an ordinary resolution.

Proposal 9:

- (9) AS AN ORDINARY RESOLUTION: to elect Michel Vounatsos to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
871,167,520	760,540	50,830	-

Accordingly, Proposal 9 was carried as an ordinary resolution.

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Proposal 10:

- (10) AS AN ORDINARY RESOLUTION: to re-elect Peter Wirth to serve as a director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
778,808,694	93,120,076	50,120	-

Accordingly, Proposal 10 was carried as an ordinary resolution.

Proposal 11:

- (11) AS AN ORDINARY RESOLUTION: to approve the appointment of KPMG LLP and KPMG as the Company's independent registered public accounting firms and auditors to audit our consolidated financial statements to be filed with the SEC and the Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange) for the year ending December 31, 2023, respectively.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
871,945,920	10,640	22,330	-

Accordingly, Proposal 11 was carried as an ordinary resolution.

Proposal 12:

- (12) AS AN ORDINARY RESOLUTION: to authorize the board of directors of the Company (the Board of Directors) to fix auditor compensation for 2023.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
871,888,360	66,680	23,850	-

Accordingly, Proposal 12 was carried as an ordinary resolution.

Proposal 13:

- (13) AS AN ORDINARY RESOLUTION: to approve, on an advisory basis, the compensation of our named executive officers, as disclosed in the Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
528,433,772	332,768,748	10,776,370	-

Accordingly, the Company's shareholders voted for an advisory vote on the compensation of the named executive officers, as disclosed in the Proxy Statement. Proposal 13 was carried as an ordinary resolution.

Proposal 14:

- (14) AS AN ORDINARY RESOLUTION: to approve a general mandate to the Board of Directors to allot and issue ordinary shares and/or ADSs of up to 20% of the total number of issued ordinary shares of the Company as of the date of passing of such ordinary resolution up to the 2024 annual general meeting of shareholders.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
445,577,099	415,625,301	10,776,490	-

Accordingly, Proposal 14 was carried as an ordinary resolution, and Proposal 15 was not applicable.

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Proposal 15:

- (15) AS AN ORDINARY RESOLUTION: to approve a general mandate to the Board of Directors to allot and issue ordinary shares and/or ADSs of up to 10% of the total number of issued ordinary shares of the Company as of the date of passing of such ordinary resolution up to the 2024 annual general meeting of shareholders.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
N/A	N/A	N/A	N/A

As Proposal 14 was carried as an ordinary resolution, Proposal 15 was inapplicable.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ZAI LAB LIMITED**

By: /s/ F. Ty Edmondson  
Name: F. Ty Edmondson  
Title: Chief Legal Officer and Corporate Secretary

Date: June 20, 2023