

**CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS  
OF  
ZAI LAB LIMITED**

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

**I. ORGANIZATION AND GOVERNANCE.**

There shall be a committee of the Board of Directors (the “**Board**”) of Zai Lab Limited (the “**Company**”) to be known as the Compensation Committee (the “**Committee**”). In order to fulfill its role, the Committee shall meet as often as it deems necessary to carry out its duties and responsibilities, and shall be organized and governed in the following manner:

- (A) Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- (B) Any two members or the Chairperson of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting; meetings may be conducted telephonically, electronically or by such other means or procedures as are established by the Committee to govern its operations from time to time. For regular meetings, and as far as practicable in all other cases, an agenda and related meeting materials should be sent, in full, to all members in a timely manner.
- (C) Full minutes of the Committee meetings should be kept by a duly appointed secretary of the Committee, reviewed and approved by the Committee, and stored in the Committee records.
- (D) Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- (E) The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing rules and standards set forth by the Nasdaq Global Market (“**Nasdaq**”) and The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”).

**II. COMPOSITION.**

Members of the Committee will be appointed by the Board and may be removed at the Board’s discretion. Unless a Chairperson is designated by the Board, the members of the Committee may designate a Chairperson by a majority vote of the members of the Committee. The Committee shall be composed of at least three directors, each of whom shall satisfy the independence requirements of Nasdaq and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HK Listing Rules**”). In addition, each member of the Committee shall qualify as a “non-employee director” within the meaning of Rule 16b-3 under

the Securities Exchange Act of 1934, as amended, and an “independent director” as defined by the Nasdaq listing standards then in effect and as determined with respect to the independence requirement set forth in the HK Listing Rules then in effect.

### **III. STATEMENT OF PURPOSE AND RESPONSIBILITIES; POWERS.**

The purpose of the Committee is to discharge the duties delegated by the Board relating to the compensation of the executive officers and directors of the Company. The Committee will supervise the Company’s administration of the Company’s equity incentive plans, whether adopted prior to or after the date of adoption of this Charter (the “**Stock Plans**”). The Committee’s principal functions are:

1. *General Compensation Strategy.* The Committee will periodically review the Company’s executive and director compensation programs, policies, structure, and long-term compensation strategy and determine the types of stock and other compensation plans to be used by the Company and its subsidiaries (together, the “**Group**”) and the aggregate shares and dollar amounts to be made available under such plans (subject to any required Board and shareholder approval with respect to such plans). Where approval of the Board is required, the Committee shall make recommendations to the Board on the Company’s policy and structure for director and executive officer compensation as well as on the establishment of a formal and transparent procedure for developing compensation policy.

2. *Compensation Paid to Executive Officers.* The Committee will review and approve the compensation paid to the executive officers of the Company and its subsidiaries, other than the Company’s Chief Executive Officer, and the Committee will recommend to the Board for approval the compensation of the Chief Executive Officer. In determining or recommending appropriate levels of compensation for executive officers, the Committee will consider a variety of factors and compensation-related data, including recommendations from the Chief Executive Officer (for executive compensation other than for the Chief Executive Officer), the Company’s performance against corporate goals and objectives, individual performance, guidance from our independent compensation consultant, salaries paid by comparable companies or other benchmarks, time commitment and responsibilities, and employment conditions elsewhere in the Group, and any other factors or considerations the Committee deems appropriate. In the event that the Company provides any compensation to executive officers in connection with any loss or termination of position, the Committee will review and approve (or, in the case of the Chief Executive Officer, recommend to the Board for approval) such compensation, including with consideration towards whether such compensation is consistent with the terms of the relevant agreements between the Company and such executive officer and is otherwise fair and not excessive.

3. *Compensation Paid to Non-Employee Directors.* The Committee will review and recommend to the Board for approval the compensation of non-employee directors, including for their service on the Board and Board committees and recommend any changes to the Board. In the event that the Company provides any compensation relating to the dismissal or removal of directors for misconduct, the Committee will review and approve such compensation, including with consideration towards whether such compensation is consistent with the terms of the relevant agreements between the Company and such director and is otherwise reasonable and

appropriate. No director or any of their associates shall participate in or be present at any discussion in which the Committee is deciding the specific compensation of such director.

4. *Stock and Incentive Plan Administration.* The Committee will supervise the Company's administration of the Stock Plans and its other incentive or compensation plans. The Committee shall approve equity compensation awards, including stock options and restricted stock grants, pursuant to the Stock Plans.

5. *Retirement and Health and Welfare Plans.* The Committee shall be responsible for the oversight of, and shall have authority to take all actions, including adoption, termination, and amendment, with respect to, all qualified and non-qualified retirement and health and welfare employee benefit plans, schemes, programs and arrangements that are made available to the employees of the Company, consistent with applicable law.

6. *Compensation Discussion and Analysis.* The Committee will review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") and, based on such review and discussion, recommend that the CD&A be included in the Company's proxy statement or Annual Report on Form 10-K.

7. *Committee Report.* If and when applicable, the Committee will prepare and recommend to the Board the disclosure required by Regulation S-K, Item 407(e)(5) for inclusion in the CD&A in the Company's proxy statement or Annual Report on Form 10-K.

8. *Risk and Compensation.* The Committee is responsible for overseeing the management of risks relating to the Company's executive compensation and overall compensation and benefit strategies, plans, arrangements, practices and policies. The Committee will review the Company's compensation policies and practices to determine whether they create risk-taking incentives that are reasonably likely to have a material adverse effect on the Company. The Committee will monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, if any.

9. *Shareholder Votes on Compensation Matters.* The Committee will oversee the Company's compliance with applicable rules and regulations promulgated by the U.S. Securities and Exchange Commission regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans, and the Committee will review and make recommendations to the Board concerning the frequency of holding shareholder advisory votes on approval of executive compensation.

10. *Review of Charter.* The Committee will review the provisions of this Charter at least annually and recommend any proposed changes to the Board for approval.

11. *Self-Evaluation.* The Committee will annually conduct an evaluation of the performance of its duties under this Charter, the results of which shall be presented to the Board.

12. *Additional Functions and Administration.* The Committee shall perform such other functions as may be required by applicable laws, rules and regulations and the memorandum and

articles of association of the Company (as amended), or by the Board. The Committee shall report periodically to the Board with respect to its decisions and recommendations.

The Committee may invite members of management and outside parties, including legal counsel and compensation consultants, to its meetings as it deems appropriate. The Chief Executive Officer and other executive officers shall not be present during portions of Committee meetings when their compensation is determined.

**IV. AUTHORITY TO RETAIN OUTSIDE ADVISORS.**

The Committee shall have authority, to the extent it deems necessary or appropriate, and consistent with the requirements applicable to compensation committees of companies listed on the Nasdaq and Hong Kong Stock Exchange under any applicable law, rule or regulation, to retain legal counsel, compensation consultants and other advisors. The Committee shall have the sole discretion to retain, oversee, compensate and terminate such advisors. The Company will provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any advisors retained by the Committee. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take necessary steps to preserve the privileged nature of those communications.

**V. DELEGATION.**

The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee deems appropriate.

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It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

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