

**CHARTER OF THE  
RESEARCH AND DEVELOPMENT COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
ZAI LAB LIMITED**

(Adopted by the Board of Directors on November 19, 2021)

**PURPOSE**

There shall be a committee of the Board of Directors (the "Board") of Zai Lab Limited (the "Company") to be known as the Research and Development Committee (the "Committee"). The purpose of the Committee is to assist the Board by recommending and informing research and development strategies for the Company, to assess, approve and monitor research and development programs for the Company and to provide feedback and advice to the Board regarding Company's research and development activities.

**STRUCTURE AND MEMBERSHIP**

Number. The Committee shall consist of at least three (3) members of the Board, unless otherwise determined by the Board.

Scientific Experience. Each member of the Committee must be able to understand the fundamental scientific principles of the Company and its research and development objectives at the time of his or her appointment to the Committee.

Chair. The initial Chair of the Committee shall be appointed by the Board. Thereafter, the Committee shall elect a Chair by majority vote.

Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee with or without cause. The initial members of the Committee shall be Richard Gaynor (Chair), Samantha Du, William Lis, and Kai-Xian Chen, each to serve until his or her successor is duly appointed or until his or her earlier resignation or removal. In the absence or disqualification of a member of the Committee, the other members thereof present at any meeting of the Committee and not disqualified from voting may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified Committee member.

**AUTHORITY AND RESPONSIBILITIES**

**General**

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management, in accordance with its business judgment.

**Research and Development Matters**

Research and Development Strategies. The Committee shall review and discuss with management strategic research and development objectives and priorities for the Company, identify opportunities for further research and development projects and assess, inform and recommend to the Board such strategies and opportunities that it deems suitable for the Company.

Ongoing Research and Development Oversight. The Committee shall oversee, assess and where applicable, approve, any ongoing Company research and development programs.

Research and Development Feedback. The Committee shall provide feedback and advice to the Board regarding Company's ongoing research and development programs and activities.

Consulting Arrangements. The Committee shall have the authority to identify, retain or terminate any scientific advisor or consultant to be used to assist in the Company's research and development programs and objectives. The Committee shall have authority to approve any such advisor or consultant's fees and other retention terms. The Research Committee shall also have authority to commission research and development studies, including for general market issues, as the need arises. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors or consultants as established by the Committee.

Other Matters. The Committee shall make recommendations to the Board with respect to such other matters as the members of the Committee deem advisable.

Additional Powers and Duties. The Committee shall have such other powers and duties as may be delegated from time to time by the Board.

## **PROCEDURES AND ADMINISTRATION**

Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

Reports to Board. The Committee shall report regularly to the Board.

Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Independent Advisors. The Committee shall have the authority, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Self-Evaluation. Periodically, the Committee shall evaluate its own performance.

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