

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Zai Lab Limited

再鼎醫藥有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9688)

VOTING RESULTS OF ANNUAL GENERAL MEETING

On June 18, 2024, Zai Lab Limited (the “**Company**”) held its 2024 annual general meeting of shareholders (the “**Annual Meeting**”). Holders of a total of 783,717,424 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 25, 2024 (Shanghai and Hong Kong Time) (the “**Record Date**”), were present in person (either physically or by virtual attendance) or by proxy at the Annual Meeting.

Only shareholders of record of the ordinary shares of the Company as of 4:30 p.m. on the Record Date were entitled to vote at the Annual Meeting. As of the Record Date, the Company had 992,087,430 ordinary shares in issue. An aggregate of 8,429,330 ordinary shares held by Fidelity Workplace Services, LLC and Computershare Hong Kong Investor Services Limited as of the Record Date in their capacity as the trustees of the equity incentive plans of the Company were required to abstain from voting on all resolutions proposed at the Annual Meeting (the “**Proposed Resolutions**”) pursuant to Rule 17.05A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Therefore, the total number of ordinary shares entitling the holders to attend and vote on the Proposed Resolutions was 983,658,100 shares.

Save as disclosed above, (i) no shareholder was required to abstain from voting on any of the Proposed Resolutions under the Listing Rules; and (ii) there were no shares entitling the holders to attend and abstain from voting in favour of any of the Proposed Resolutions as set out in Rule 13.40 of the Listing Rules. No shareholder has stated an intention in the definitive proxy statement and circular for the Annual Meeting dated 30 April 2024 (the “**Proxy Statement**”) to vote against or abstain from voting on any of the Proposed Resolutions.

Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, acted as the scrutineer at the Annual Meeting.

All directors of the Company other than Dr. Kai-Xian Chen, Ms. Nisa Leung, and Mr. Leon O. Moulder, Jr. attended the Annual Meeting, each by virtual attendance.

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. Proposals 1 to 12, 14, and 16-17 in the notice of the Annual Meeting were approved at the Annual Meeting. For Proposal 13, the Company's shareholders voted on an advisory basis 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 2025 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
766,937,519	14,985,985	1,793,920	0

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 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
630,062,057	152,990,347	665,020	0

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 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
768,730,241	14,843,523	143,660	0

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 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
782,108,771	1,464,993	143,660	0

Accordingly, Proposal 4 was carried as an ordinary resolution.

Proposal 5:

- (5) AS AN ORDINARY RESOLUTION: to re-elect Nisa Leung to serve as a director until the 2025 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
782,108,591	1,476,603	132,230	0

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 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
778,552,223	5,032,731	132,470	0

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 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
637,789,807	145,783,957	143,660	0

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 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
715,294,395	68,290,659	132,370	0

Accordingly, Proposal 8 was carried as an ordinary resolution.

Proposal 9:

- (9) AS AN ORDINARY RESOLUTION: to re-elect Michel Vounatsos to serve as a director until the 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
783,499,458	74,446	143,520	0

Accordingly, Proposal 9 was carried as an ordinary resolution.

Proposal 10:

- (10) AS AN ORDINARY RESOLUTION: to re-elect Peter Wirth to serve as a director until the 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.

For	Against	Abstentions	Broker Non-Votes
764,910,799	18,662,965	143,660	0

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 U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited for the year ending December 31, 2024, respectively.

For	Against	Abstentions	Broker Non-Votes
783,585,044	5,250	127,130	0

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 2024.

For	Against	Abstentions	Broker Non-Votes
783,497,654	86,430	133,340	0

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.

For	Against	Abstentions	Broker Non-Votes
530,425,912	253,154,632	136,880	0

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 American Depositary Shares (“**ADSs**”) and/or resell treasury shares of up to 20% of the total number of issued ordinary shares of the Company (excluding treasury shares) as of the date of the Annual Meeting until the 2025 annual general meeting of shareholders.

For	Against	Abstentions	Broker Non-Votes
411,255,662	372,323,232	138,530	0

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

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 and/or resell treasury shares of up to 10% of the total number of issued ordinary shares of the Company (excluding treasury shares) as of the date of the Annual Meeting until the 2025 annual general meeting of shareholders.

For	Against	Abstentions	Broker Non-Votes
N/A	N/A	N/A	N/A

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

Proposal 16:

- (16) AS AN ORDINARY RESOLUTION: to approve a general mandate to repurchase ordinary shares and/or ADSs of up to 10% of the total number of issued ordinary shares of the Company (excluding treasury shares) as of the date of the Annual Meeting until the 2025 annual general meeting of shareholders.

For	Against	Abstentions	Broker Non-Votes
728,066,553	55,516,241	134,630	0

Accordingly, Proposal 16 was carried as an ordinary resolution.

Proposal 17:

- (17) AS AN ORDINARY RESOLUTION: to approve the Zai Lab Limited 2024 Equity Incentive Plan.

For	Against	Abstentions	Broker Non-Votes
568,389,501	215,192,733	135,190	0

Accordingly, Proposal 17 was carried as an ordinary resolution.

By Order of the Board

Zai Lab Limited

Samantha Du

Director, Chairperson and Chief Executive Officer

Hong Kong, June 19, 2024

As at the date of this announcement, the board of directors of the Company comprises Dr. Samantha Du as a director, and Dr. Kai-Xian Chen, Dr. John Diekman, Dr. Richard Gaynor, Ms. Nisa Leung, Mr. William Lis, Mr. Scott W. Morrison, Mr. Leon O. Moulder, Jr., Mr. Michel Vounatsos and Mr. Peter Wirth as independent directors.

** For identification only*