

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

(Adopted by the Board of Directors on December 29, 2023)

I. PURPOSE.

The purpose of the Commercial Committee (the “Committee”) of the Board of Directors (the “Board”) of Zai Lab Limited (the “Company”) is to oversee, evaluate, and provide input to the Board and management regarding the Company’s overall investment and strategic direction with respect to the Company’s product commercialization efforts and related risks. The Committee will also assist the Board in providing guidance and expertise to management in terms of commercial strategy and operations, including launch preparation, execution of commercial programs, and compliance with applicable legal requirements pertaining to the commercialization of the Company’s products.

II. STRUCTURE AND MEMBERSHIP.

- (A) Number. The Committee shall be composed of at least three directors, unless otherwise determined by the Board.
- (B) Chairperson. Unless a Chairperson is designated by the Board, the Committee shall designate a Chairperson by a majority vote of all of the members of the Committee.
- (C) Determinations Regarding Membership. Members of the Committee shall be appointed by the Board and may be removed at the Board’s discretion.

III. PROCEDURES AND ADMINISTRATION.

- (A) Meetings. The Committee shall meet as often as it deems necessary. The Chairperson or any two members 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. An agenda and related meeting materials should be sent to all members 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. A single member of the Committee shall constitute a quorum at duly called Committee meetings. The Chief Commercial Officer shall attend regular meetings of the Committee.
- (B) Access to Company Management and Staff. The Committee shall have access to management and internal staff, both at meetings and otherwise.
- (C) Authority to Retain Outside Advisors. The Committee shall have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain legal, accounting, or 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.
- (D) Committee Actions. Action may be taken by the Committee at a meeting upon the affirmative vote of a majority of the members present at the meeting. The Committee also may act by unanimous written consent in lieu of a meeting.

- (E) Committee Records. The Committee shall keep such records of its meetings and actions as it deems appropriate.
- (F) Self-Evaluation. The Committee shall annually evaluate its performance of its duties under this Charter, the results of which shall be presented to the Board.
- (G) Subcommittees. The Committee shall have the authority to delegate to subcommittees any of the responsibilities of the Committee.
- (H) Charter. The Committee shall periodically review the provisions of this Charter and recommend any proposed changes to the Board.
- (I) Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate.

IV. RESPONSIBILITIES AND DUTIES.

The Committee's principal responsibilities and duties are:

- (A) Commercial Matters.
 - (1) Commercial Strategies. The Committee shall, except with respect to matters of financial compliance (i.e., accounting, auditing, and financial reporting), provide oversight to the Company and its management regarding the Company's commercialization strategy and, in connection therewith, shall receive and discuss reports from management regarding the Company's commercial strategy, product commercialization plans and efforts, and competitiveness of the Company's commercial programs.
 - (2) Commercial Risk Management. The Committee shall review and discuss with management the Company's risk assessment and risk management policies and procedures relating to commercial programs and other topics deemed appropriate by the Committee, including the metrics used by management to provide insight into the Company's compliance systems and organization.
 - (3) Commercial Personnel and Resources. The Committee shall assist the Board in assessing the capabilities and evaluating the performance of the Company's key commercial personnel and the depth and breadth of the Company's commercial resources.
 - (4) Commercial Performance Goals. The Committee shall assist, to the extent it deems appropriate, the Board and the Compensation Committee of the Board in setting and evaluating any commercial performance goals under the Company's incentive compensation programs.
- (B) Additional Duties and Administration. The Committee shall perform such other duties delegated by the Board to the Committee. The Committee shall periodically report to the Board on the Committee's actions and recommendations.

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