

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

(Adopted by the Board of Directors on January 7, 2023)

**PURPOSE**

There shall be a committee of the Board of Directors (the “Board”) of Zai Lab Limited (the “Company”) to be known as the Commercial Committee (the “Committee”). The purpose of the Committee 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.

**STRUCTURE AND MEMBERSHIP**

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

Chairperson. Unless a Chairperson is designated by the Board, the members of the Committee may designate a Chairperson by majority vote.

Selection and Removal. Members of the Committee shall be appointed by the Board and may be removed at the Board’s discretion.

**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.

**Commercial Matters**

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.

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.

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.

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.

Compliance Programs Relating to Commercial Activities. At least annually, the Committee shall review with the Chief Compliance Officer the organization, implementation, and effectiveness of the Company's compliance programs with respect to commercial programs and activities, and the adequacy of the resources for those programs.

Other Matters. The Committee shall make recommendations to the Board with respect to such other commercial 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 to it 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 and will have separate private meetings at least semi-annually with the Chief Legal Officer and Chief Compliance Officer. The Chief Commercial Officer shall attend all regular meetings of the Committee, and the Committee may invite such other members of management and outside parties, including legal counsel and consultants, to its meetings as it deems appropriate. Action may be taken by the Committee at a Committee meeting upon the affirmative vote of a majority of the members. 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 of the Committee (including a subcommittee consisting of a single member) as it deems appropriate.

Reports to the 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, or other advisors as it deems necessary or appropriate to carry out its responsibilities. 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. The Committee shall periodically evaluate its own performance.