UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 19

For the quarterly period ended September 30, 2026

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 19

For the transition period from _____ to _____

Commission File Number: 001-38205



ZAI LAB LIMITED
(Exact Name of Registrant as Specified in its Charter)

Cayman Islands	**98-1144595**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
899 Halei Road **Building B, Pudong** **Shanghai** **China**	**201203**
314 Main Street **4th Floor, Suite 100** **Cambridge, MA, USA**	**02142**
(Address of Principal Executive Offices)	(Zip Code)

+86 216163 2588
+1 857 706 2604
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing 10 Ordinary Shares, par value $0.000006 per share	ZLAB	The Nasdaq Global Market
Ordinary Shares, par value $0.000006 per share*	9688	The Stock Exchange of Hong Kong Limited

* Included in connection with the registration of the American Depositary Shares with the Securities and Exchange Commission. The ordinary shares are not registered or listed for trading in the United States but are listed for trading on The Stock Exchange of Hong Kong Limited.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 31, 2026, 1,124,448,350 ordinary shares of the registrant, par value $0.000006 per share, were outstanding, of which 506,386,050 ordinary shares were held in the form of American Depositary Shares.

Zai Lab Limited
Quarterly Report on Form 10-Q
For the Third Quarter of 2026

		Page
PART I.	**FINANCIAL INFORMATION**	1
Item 1.	Financial Statements (Unaudited)	2
	Condensed Consolidated Balance Sheets as of September 30, 2026 and December 31, 2025	2
	Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2026 and 2025	3
	Condensed Consolidated Statements of Comprehensive Loss for the Three and Nine Months Ended September 30, 2026 and 2025	4
	Condensed Consolidated Statements of Shareholders' Equity for the Three and Nine Months Ended September 30, 2026 and 2025	5
	Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2026 and 2025	7
	Notes to the Unaudited Condensed Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	28
Item 4.	Controls and Procedures	29
PART II.	**OTHER INFORMATION**	31
Item 1.	Legal Proceedings	31
Item 1A.	Risk Factors	31
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	31
Item 3.	Defaults upon Senior Securities	31
Item 4.	Mine Safety Disclosures	31
Item 5.	Other Information	31
Item 6.	Exhibits	32
Signatures		33

SPECIAL NOTES REGARDING THE COMPANY

Forward-Looking Statements

This report contains certain forward-looking statements, including statements relating to our strategy and plans; potential of and expectations for our business, commercial products, and pipeline programs; the market for our commercial and pipeline products; capital allocation and investment strategy; clinical development programs and related clinical trials; clinical trial data, data readouts, and presentations; risks and uncertainties associated with drug development and commercialization; regulatory discussions, submissions, filings, and approvals and the timing thereof; the potential benefits, safety, and efficacy of our products and product candidates and those of our collaboration partners; the anticipated benefits and potential of investments, collaborations, and business development activities; our profitability; and our future financial and operating results. All statements, other than statements of historical fact, included in this report are forward-looking statements, and can be identified by words such as "aim," "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "plan," "possible," "potential," "predict," "project," "seek," "should," "target," "will," "would," or the negative of these terms or similar expressions. Such statements constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not guarantees or assurances of future performance. Forward-looking statements are based on our expectations and assumptions as of the date of this report and are subject to inherent uncertainties, risks, and changes in circumstances that may differ materially from those contemplated by the forward-looking statements. We may not actually achieve the plans, carry out the intentions, or meet the expectations or projections disclosed in our forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including but not limited to the following:

- Our ability to successfully commercialize and generate revenue from our approved products;
- Our ability to obtain funding for our operations and business initiatives;
- The results of our clinical and pre-clinical development of our product candidates;
- The content and timing of decisions made by the relevant regulatory authorities regarding regulatory approvals of our product candidates;
- Any inability of third parties on whom we rely, such as our licensors, CMOs, and others that supply certain of our products and product candidates; CROs that conduct or support some of our pre-clinical and clinical trials; and distributors that sell our commercial products, to successfully carry out their contractual duties or meet expected deadlines;
- Any issues that our Chinese manufacturing facilities may have with operating in conformity with established GMPs and international best practices, and with passing FDA, NMPA, and EMA inspections;
- Any inability to obtain or maintain sufficient patent protection for our products and product candidates;
- Changes in U.S. and China trade policies and relations, as well as relations with other countries, and/or changes in laws, regulations, and/or sanctions;
- Actions the Chinese government may take to intervene in or influence our operations;
- Economic, political, and social conditions in mainland China as well as governmental policies;
- Significant business disruptions caused by events or developments outside of our control, such as pandemics, international war or conflict, natural disasters or extreme weather events, and other geopolitical events;
- Uncertainties in the Chinese legal system, including with respect to the anti-corruption enforcement efforts in mainland China and those addressing espionage, protection of and transfer restrictions on data, including personal information, data processing and security, and cybersecurity, and other future laws and regulations or amendments to such laws and regulations;
- Approval, filing, or procedural requirements imposed by the China Securities Regulatory Commission or other Chinese regulatory authorities in connection with issuing securities to foreign investors under Chinese law;
- Any violation or liability under the U.S. Foreign Corrupt Practices Act or Chinese anti-corruption, anti-bribery, and anti-fraud laws;
- Variations in currency exchange rates and restrictions on currency exchange;
- Limitations on the ability of our Chinese subsidiaries to make payments to us;

- Chinese requirements on the ability of residents in mainland China to establish offshore special purpose companies;
- Chinese regulations regarding acquisitions of companies based in mainland China by foreign investors;
- Expiration of, or changes to, financial incentives or discretionary policies granted by local governments in mainland China;
- Restrictions or limitations on the ability of overseas regulators to conduct investigations or collect evidence within mainland China;
- Unfavorable tax consequences to us and our non-Chinese shareholders or ADS holders if we were to be classified as a Chinese resident enterprise for Chinese income tax purposes;
- Failure to comply with applicable Chinese, U.S., and Hong Kong regulations that could lead to government enforcement actions, fines, other legal or administrative sanctions, and/or harm to our business or reputation;
- Delays or obstacles for closing transactions, such as review by the CFIUS in our investments; and
- Any inability to renew our current leases on desirable terms or otherwise locate desirable alternatives for our leased properties.

These factors should not be construed as exhaustive and should be read with the other cautionary statements and information in our Annual Report on Form 10-K for the year ended December 31, 2025 (the "2025 Annual Report"), our Quarterly Reports on Form 10-Q, and our other filings with the U.S. Securities and Exchange Commission. Forward-looking statements are based on our management's beliefs and assumptions and information currently available to our management. These statements, like all statements in this report, speak only as of their date. We anticipate that subsequent events and developments will cause our expectations and assumptions to change, and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required by law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this report.

Usage of Terms

Throughout this report, we use certain acronyms and terms that are defined in the Glossary of our 2025 Annual Report. References to "Zai Lab," the "Company," "we," "us," and "our" refer to Zai Lab Limited, a holding company, and its subsidiaries, on a consolidated basis; and references to "Zai Lab Limited" refer to Zai Lab Limited, a holding company. Zai Lab Limited is the entity in which investors hold their interest.

Our operating subsidiaries consist of Zai Lab (Hong Kong) Limited, domiciled in Hong Kong; Zai Auto Immune (Hong Kong) Limited, domiciled in Hong Kong; Zai Anti Infectives (Hong Kong) Limited, domiciled in Hong Kong; Zai Lab (Shanghai) Co., Ltd., domiciled in mainland China; Zai Lab International Trading (Shanghai) Co., Ltd., domiciled in mainland China; Zai Lab (Suzhou) Co., Ltd., domiciled in mainland China; Zai Biopharmaceutical (Suzhou) Co., Ltd., domiciled in mainland China; Zai Lab Trading (Suzhou) Co., Ltd., domiciled in mainland China; Zai Lab (Zhejiang) Co., Ltd., domiciled in mainland China; Zai Lab (Taiwan) Limited, domiciled in Taiwan; Zai Lab (AUST) Pty. Ltd., domiciled in Australia; and Zai Lab (US) LLC, domiciled in the United States.

We own various trademarks, including various forms of the Zai Lab brand (in English and Chinese), as well as several domain names that incorporate such trademarks. Trademarks and trade names of other companies appearing in this report are the property of their respective holders. Solely for convenience, some of the trademarks and trade names in this report are referred to without the ® and ™ symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend our use or display of other companies' trademarks and trade names to imply a relationship with, or endorsement or sponsorship of, any other company.

PART I – FINANCIAL INFORMATION

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the accompanying notes included in this report and the audited consolidated financial information and the accompanying notes included in our 2025 Annual Report.

Item 1. Financial Statements.

Zai Lab Limited

Unaudited Condensed Consolidated Balance Sheets

(in thousands of U.S. dollars ("$"), except for number of shares and per share data)

	Notes	September 30, 2026	December 31, 2025
Assets			
Current assets			
Cash and cash equivalents	3	549,658	679,573
Restricted cash, current		100,000	100,000
Short-term investments		10,000	10,000
Accounts receivable (net of allowance for credit losses of $19 and $31 as of September 30, 2026 and December 31, 2025, respectively)		65,295	106,116
Notes receivable		10,102	12,169
Inventories, net	4	85,292	74,745
Prepayments and other current assets		44,051	36,683
Total current assets		864,398	1,019,286
Restricted cash, non-current		1,119	1,116
Property and equipment, net	5	46,084	47,389
Operating lease right-of-use assets		14,897	19,152
Land use rights, net		2,884	2,853
Intangible assets, net	6	85,295	76,144
Deferred tax assets		6,481	3,390
Other non-current assets		2,738	3,054
Total assets		**1,023,896**	**1,172,384**
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable		120,246	141,608
Current operating lease liabilities		5,528	6,344
Short-term debt	10	252,365	204,530
Other current liabilities	11	46,110	63,684
Total current liabilities		424,249	416,166
Deferred income		26,242	27,333
Non-current operating lease liabilities		9,556	13,385
Other non-current liabilities		570	—
Total liabilities		**460,617**	**456,884**
Commitments and contingencies (Note 16)			
Shareholders' equity			
Ordinary shares (par value of $0.000006 per share; 5,000,000,000 shares authorized; 1,134,218,030 and 1,113,822,550 shares issued as of September 30, 2026 and December 31, 2025, respectively; 1,124,322,530 and 1,106,389,340 shares outstanding as of September 30, 2026 and December 31, 2025, respectively)		7	7
Additional paid-in capital		3,384,485	3,343,469
Accumulated deficit		(2,776,597)	(2,628,620)
Accumulated other comprehensive (loss) income		(10,861)	29,697
Treasury Stock (at cost, 9,895,500 and 7,433,210 shares as of September 30, 2026 and December 31, 2025, respectively)		(33,755)	(29,053)
Total shareholders' equity		**563,279**	**715,500**
Total liabilities and shareholders' equity		**1,023,896**	**1,172,384**

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Zai Lab Limited

Unaudited Condensed Consolidated Statements of Operations

(in thousands of $, except for number of shares and per share data)

	Notes	Three Months Ended September 30,		Nine Months Ended September 30,	
		2026	2025	2026	2025
Revenues					
Product revenue, net	7	107,648	115,361	308,955	330,095
Collaboration revenue	7	560	734	5,175	2,464
Total revenues		108,208	116,095	314,130	332,559
Expenses					
Cost of product revenue		(51,305)	(46,764)	(137,782)	(128,219)
Cost of collaboration revenue		—	(119)	(20)	(531)
Research and development		(49,810)	(47,928)	(177,167)	(159,271)
Selling, general, and administrative		(70,071)	(70,106)	(208,013)	(204,566)
Loss from operations		(62,978)	(48,822)	(208,852)	(160,028)
Interest income		5,731	8,345	18,057	25,794
Interest expenses		(1,577)	(1,400)	(4,801)	(3,848)
Foreign currency gains		10,528	6,422	40,430	9,909
Other income (expense), net		288	(508)	5,735	3,045
Loss before income tax		(48,008)	(35,963)	(149,431)	(125,128)
Income tax benefit	8	1,872	—	1,454	—
Net loss		(46,136)	(35,963)	(147,977)	(125,128)
Loss per share - basic and diluted	9	(0.04)	(0.03)	(0.13)	(0.11)
Weighted-average shares used in calculating net loss per ordinary share - basic and diluted		1,123,397,940	1,102,072,680	1,116,916,210	1,091,690,340

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Zai Lab Limited

Unaudited Condensed Consolidated Statements of Comprehensive Loss

(in thousands of $)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Net loss	(46,136)	(35,963)	(147,977)	(125,128)
Other comprehensive loss, net of tax of nil:				
Foreign currency translation adjustments	(11,075)	(6,703)	(40,558)	(10,870)
Comprehensive loss	(57,211)	(42,666)	(188,535)	(135,998)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Zai Lab Limited

Unaudited Condensed Consolidated Statements of Shareholders' Equity

(in thousands of $, except for number of shares)

	Ordinary Shares					Treasury Stock		
	Number of Shares	Amount	Additional paid in capital	Accumulated deficit	Accumulated other comprehensive (loss) income	Shares	Amount	Total
Balance at December 31, 2025	1,113,822,550	7	3,343,469	(2,628,620)	29,697	(7,433,210)	(29,053)	715,500
Issuance of ordinary shares upon vesting of restricted shares	371,630	0	0	—	—	—	—	—
Exercise of share options	4,641,010	0	833	—	—	—	—	833
Receipt of shares netted to satisfy tax withholding obligations related to share-based compensation	—	—	—	—	—	(1,169,360)	(2,268)	(2,268)
Share-based compensation	—	—	13,524	—	—	—	—	13,524
Net loss	—	—	—	(51,016)	—	—	—	(51,016)
Foreign currency translation	—	—	—	—	(14,592)	—	—	(14,592)
Balance at March 31, 2026	1,118,835,190	7	3,357,826	(2,679,636)	15,105	(8,602,570)	(31,321)	661,981
Issuance of ordinary shares upon vesting of restricted shares	8,585,230	0	0	—	—	—	—	—
Exercise of share options	4,801,890	0	1,031	—	—	—	—	1,031
Receipt of shares netted to satisfy tax withholding obligations related to share-based compensation	—	—	—	—	—	(1,174,350)	(2,200)	(2,200)
Share-based compensation	—	—	11,941	—	—	—	—	11,941
Net loss	—	—	—	(50,825)	—	—	—	(50,825)
Foreign currency translation	—	—	—	—	(14,891)	—	—	(14,891)
Balance at June 30, 2026	1,132,222,310	7	3,370,798	(2,730,461)	214	(9,776,920)	(33,521)	607,037
Issuance of ordinary shares upon vesting of restricted shares	455,990	0	0	—	—	—	—	—
Exercise of share options	1,539,730	0	2,688	—	—	—	—	2,688
Receipt of shares netted to satisfy tax withholding obligations related to share-based compensation	—	—	—	—	—	(118,580)	(234)	(234)
Share-based compensation	—	—	10,999	—	—	—	—	10,999
Net loss	—	—	—	(46,136)	—	—	—	(46,136)
Foreign currency translation	—	—	—	—	(11,075)	—	—	(11,075)
Balance at September 30, 2026	1,134,218,030	7	3,384,485	(2,776,597)	(10,861)	(9,895,500)	(33,755)	563,279

	Ordinary Shares		Additional paid in capital	Accumulated deficit	Accumulated other comprehensive (loss) income	Treasury Stock		Total
	Number of Shares	Amount				Shares	Amount	
Balance at December 31, 2024	1,082,614,740	7	3,264,295	(2,453,083)	50,515	(4,912,200)	(20,836)	840,898
Issuance of ordinary shares upon vesting of restricted shares	137,540	0	0	—	—	—	—	—
Exercise of share options	6,324,120	0	3,733	—	—	—	—	3,733
Issuance cost of the follow-on public offering	—	—	(28)	—	—	—	—	(28)
Share-based compensation	—	—	15,800	—	—	—	—	15,800
Net loss	—	—	—	(48,438)	—	—	—	(48,438)
Foreign currency translation	—	—	—	—	(1,212)	—	—	(1,212)
Balance at March 31, 2025	1,089,076,400	7	3,283,800	(2,501,521)	49,303	(4,912,200)	(20,836)	810,753
Issuance of ordinary shares upon vesting of restricted shares	9,698,120	0	0	—	—	—	—	—
Exercise of share options	5,258,390	0	7,718	—	—	—	—	7,718
Receipt of shares netted to satisfy tax withholding obligations related to share-based compensation	—	—	—	—	—	(7,820)	(27)	(27)
Share-based compensation	—	—	16,973	—	—	—	—	16,973
Net loss	—	—	—	(40,727)	—	—	—	(40,727)
Foreign currency translation	—	—	—	—	(2,955)	—	—	(2,955)
Balance at June 30, 2025	1,104,032,910	7	3,308,491	(2,542,248)	46,348	(4,920,020)	(20,863)	791,735
Issuance of ordinary shares upon vesting of restricted shares	593,670	0	0	—	—	—	—	—
Exercise of share options	8,672,580	0	2,143	—	—	—	—	2,143
Receipt of shares netted to satisfy tax withholding obligations related to share-based compensation	—	—	—	—	—	(2,513,190)	(8,190)	(8,190)
Share-based compensation	—	—	16,923	—	—	—	—	16,923
Net loss	—	—	—	(35,963)	—	—	—	(35,963)
Foreign currency translation	—	—	—	—	(6,703)	—	—	(6,703)
Balance at September 30, 2025	1,113,299,160	7	3,327,557	(2,578,211)	39,645	(7,433,210)	(29,053)	759,945

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. "0" in above table means less than 1,000 dollars.

Zai Lab Limited

Unaudited Condensed Consolidated Statements of Cash Flows

(in thousands of $)

	Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities		
Net loss	(147,977)	(125,128)
Adjustments to reconcile net loss to net cash used in operating activities:		
Allowance for credit losses	(12)	—
Inventory write-down	13,615	919
Depreciation and amortization expenses	12,528	11,094
Amortization of deferred income	(4,322)	(3,991)
Share-based compensation	36,464	49,696
Loss from fair value changes of equity investment with readily determinable fair value	—	1,912
Losses on disposal of property and equipment	48	235
Noncash lease expenses	4,886	7,249
Debt issuance costs	—	194
Foreign currency remeasurement impact	(40,430)	(9,909)
Changes in operating assets and liabilities:		
Accounts receivable	43,937	726
Notes receivable	2,535	(15,223)
Inventories	(20,162)	(28,112)
Prepayments and other current assets	(6,548)	(1,789)
Deferred tax assets	(2,943)	—
Other non-current assets	389	599
Accounts payable	(3,216)	(426)
Other current liabilities	(19,912)	(6,769)
Operating lease liabilities	(4,996)	(6,405)
Deferred income	2,360	361
Other non-current liabilities	570	—
Net cash used in operating activities	(133,186)	(124,767)
Cash flows from investing activities		
Proceeds from maturity of short-term investment	—	330,000
Proceeds from the sale of equity investment	—	1,203
Purchases of property and equipment	(3,451)	(7,424)
Proceeds from the sale of property and equipment	270	85
Acquisition of intangible assets	(33,205)	(4,702)
Net cash (used in) provided by investing activities	(36,386)	319,162
Cash flows from financing activities		
Proceeds from short-term debt	225,674	185,564
Repayment of short-term bank borrowings	(187,173)	(116,941)
Payments of debt issuance costs	—	(194)
Proceeds from exercises of stock options	4,530	13,426
Payments of public offering costs	—	(854)
Employee taxes paid related to net share settlement of equity awards	(4,701)	(8,218)
Net cash provided by financing activities	38,330	72,783
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	1,330	311
Net (decrease) increase in cash, cash equivalents and restricted cash	(129,912)	267,489
Cash, cash equivalents and restricted cash - beginning of period	780,689	550,781
Cash, cash equivalents and restricted cash - end of period	650,777	818,270
Supplemental disclosure on non-cash investing and financing activities		
Payables for purchase of property and equipment	895	468
Payables for acquisition of intangible assets	196	1,158
Payables for public offering costs	168	168
Receivables for stock option exercise under equity incentive plans	22	239
Supplemental disclosure of cash flow information		
Cash paid for interest	4,339	3,610
Cash paid for income tax	1,190	—

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

1. Organization and Principal Activities

Zai Lab Limited was incorporated on March 28, 2013 in the Cayman Islands as an exempted company with limited liability under the Companies Act of the Cayman Islands (as amended). Zai Lab Limited and its subsidiaries (collectively referred to as the "Company") are focused on discovering, developing, and commercializing products that address medical conditions with significant unmet needs in the areas of oncology, immunology, neuroscience, and infectious disease.

The Company's principal operations and geographic markets are in Greater China. The Company has a substantial presence in Greater China and the United States.

2. Basis of Presentation and Consolidation and Significant Accounting Policies

(a) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), and applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"), regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. As such, the information included in this report should be read in conjunction with the consolidated financial statements and accompanying notes included in the Annual Report on Form 10-K for the year ended December 31, 2025 (the "2025 Annual Report"). The December 31, 2025 condensed consolidated balance sheet data included in this report were derived from the audited financial statements in the 2025 Annual Report.

The accompanying unaudited condensed consolidated financial statements reflect all normal recurring adjustments that are necessary to present fairly the results for the interim periods presented. Interim results are not necessarily indicative of the results for the year ending December 31, 2026.

(b) Principles of Consolidation

The unaudited condensed consolidated financial statements include the accounts of Zai Lab Limited and its subsidiaries, which are wholly owned. All intercompany transactions and balances are eliminated upon consolidation.

(c) Use of Estimates

The preparation of the unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Areas where management uses subjective judgment include, but are not limited to, accrual of rebates, recognition of research and development expenses based on the Company's estimates of the actual services performed by CROs and CMOs, fair value of share-based compensation expenses, recoverability of deferred tax assets, and useful life of intangible assets for commercial products. These estimates, judgments, and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Actual results could differ from these estimates.

(d) Fair Value Measurements

Financial instruments of the Company primarily include cash and cash equivalents, current restricted cash, short-term investments, accounts receivable, notes receivable, prepayments and other current assets, non-current restricted cash, accounts payable, short-term debt, and other current liabilities. As of September 30, 2026 and December 31, 2025, the carrying values of cash and cash equivalents, current restricted cash, short-term investments, accounts receivable,

prepayments and other current assets, accounts payable, short-term debt, and other current liabilities approximated their fair value due to the short-term maturity of these instruments, and the carrying value of notes receivable and non-current restricted cash approximated their fair value based on the assessment of the ability to recover these amounts.

(e) Recent Accounting Pronouncements

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. This ASU requires disclosure in the notes to the financial statements of specified information about certain costs and expenses. This ASU will be effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. This ASU will result in the required additional disclosures being included in the notes to consolidated financial statements, once adopted. The Company is currently evaluating the impact of this ASU and expects to adopt it for the year ending December 31, 2027.

For additional information on the Company's significant accounting policies, refer to the notes to the consolidated financial statements in the 2025 Annual Report.

3. Cash and Cash Equivalents

The following table presents the Company's cash and cash equivalents ($ in thousands):

	September 30, 2026	December 31, 2025
Cash	548,414	678,358
Cash equivalents (i)	1,244	1,215
	549,658	679,573
Denominated in:		
US$	532,194	651,196
Renminbi ("RMB") (ii)	12,066	25,358
Hong Kong dollar ("HK$")	4,744	2,020
Australian dollar ("A$")	443	538
Taiwan dollar ("TW$")	211	461
	549,658	679,573

(i) Cash equivalents represent short-term and highly liquid investments in a money market fund.

(ii) Certain cash and bank balances denominated in RMB were deposited with banks in mainland China. The conversion of these RMB-denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the Chinese government.

4. Inventories, Net

The following table presents the Company's inventories, net ($ in thousands):

	September 30, 2026	December 31, 2025
Finished goods	57,258	45,848
Raw materials	24,190	23,106
Work in progress	3,844	5,791
Inventories, net	85,292	74,745

The Company writes down inventory for any excess or obsolete inventory or when the Company believes that the net realizable value of inventory is less than the carrying value. The Company recorded write-downs in inventory, which were included in cost of product revenue, of $7.5 million and $13.6 million in the three and nine months ended September 30, 2026, respectively, and $0.6 million and $0.9 million in the three and nine months ended September 30, 2025, respectively. The inventory write-down in the three and nine months ended September 30, 2026 was mainly related to VYVGART Hytrulo.

5. Property and Equipment, Net

The following table presents the components of the Company's property and equipment, net ($ in thousands):

	September 30, 2026	December 31, 2025
Office equipment	1,223	1,201
Electronic equipment	13,274	10,964
Vehicle	209	200
Laboratory equipment	20,507	20,040
Manufacturing equipment	18,857	17,948
Leasehold improvements	14,624	14,049
Building	25,668	24,596
Construction in progress	1,544	554
	95,906	89,552
Less: accumulated depreciation	(49,822)	(42,163)
Property and equipment, net	46,084	47,389

Depreciation expense was $2.3 million and $7.0 million in the three and nine months ended September 30, 2026, respectively, and $2.4 million and $6.7 million in the three and nine months ended September 30, 2025, respectively.

6. Intangible Assets, Net

The following table presents the components of the Company's intangible assets, net ($ in thousands):

	September 30, 2026			December 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Finite-lived intangible assets						
Commercial products (i)	98,308	(13,663)	84,645	83,203	(8,056)	75,147
Software	4,623	(3,973)	650	4,461	(3,464)	997
Total	**102,931**	**(17,636)**	**85,295**	**87,664**	**(11,520)**	**76,144**

(i) The increase in the net carrying value is primarily driven by $10.0 million of regulatory milestone fees for Tisotumab Vedotin (*see Note 14*).

Intangible assets for commercial products include capitalized post-approval milestone fees and acquired commercial manufacturing know-how and related development costs. The Company is amortizing intangible assets for commercial products as cost of product revenue over the estimated remaining useful life of the related products. Intangible assets for externally purchased software are amortized over three to five years on a straight-line basis.

Amortization expense was $2.1 million and $5.5 million in the three and nine months ended September 30, 2026, respectively, and $1.5 million and $4.4 million in the three and nine months ended September 30, 2025, respectively. The weighted-average remaining amortization period for intangible assets for commercial products and software was 8.5 years and 1.8 years, respectively.

7. Revenues

Product Revenue, Net

The Company's product revenue is derived from the sales of its commercial products in Greater China. The table below presents the Company's gross and net product revenue ($ in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
Product revenue - gross	115,784	127,103	331,713	355,965
Less: Rebates and sales returns	(8,136)	(11,742)	(22,758)	(25,870)
Product revenue - net	107,648	115,361	308,955	330,095

Sales rebates are offered to distributors in mainland China, and the amounts are recorded as a reduction of product revenue. Estimated rebates are determined based on contracted rates, sales volumes, and level of distributor inventories.

The following table presents the Company's net revenue by commercial program ($ in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	**2025**	**2026**	**2025**
ZEJULA	32,284	42,432	94,330	133,002
VYVGART / VYVGART Hytrulo	24,071	27,727	65,488	72,329
NUZYRA	21,089	15,430	54,448	44,840
OPTUNE	7,821	12,657	32,093	36,375
QINLOCK	8,829	8,901	27,404	25,946
XACDURO	8,421	6,445	24,950	12,184
AUGTYRO	2,822	1,677	6,827	4,702
KarXT	2,015	—	2,567	—
Other (i)	296	92	848	717
Product revenue - net	107,648	115,361	308,955	330,095

(i) Other includes product candidates sold in patient programs prior to commercialization.

Collaboration Revenue

Collaboration revenue was $0.6 million and $5.2 million in the three and nine months ended September 30, 2026, respectively, and $0.7 million and $2.5 million in the three and nine months ended September 30, 2025, respectively, and mainly related to a regional license and collaboration arrangement and promotional activities in mainland China.

8. Income Tax

Income tax benefit was $1.9 million and $1.5 million in the three and nine months ended September 30, 2026, respectively, primarily due to the deferred tax benefit related to the inventory provision. Income tax expense was nil in both the three and nine months ended September 30, 2025 as the Company's subsidiaries were in cumulative loss positions.

9. Loss Per Share

The following table presents the computation of the basic and diluted net loss per share ($ in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Numerator:				
Net loss	(46,136)	(35,963)	(147,977)	(125,128)
Denominator:				
Weighted-average number of ordinary shares - basic and diluted	1,123,397,940	1,102,072,680	1,116,916,210	1,091,690,340
Net loss per share - basic and diluted	(0.04)	(0.03)	(0.13)	(0.11)

As a result of the Company's net loss in the three and nine months ended September 30, 2026 and 2025, share options and non-vested restricted shares outstanding in the respective periods were excluded from the calculation of diluted loss per share as their inclusion would have been anti-dilutive.

	September 30,	
	2026	2025
Share options	69,449,220	81,532,890
Non-vested restricted shares	22,087,660	25,790,340

10. Borrowings

The Company has debt arrangements with the Bank of China, SPD Bank, CMB, BOCOM, Ningbo Bank, and CIB to support its working capital needs in mainland China. The following table presents the Company's short-term debt and weighted-average interest rate per annum ($ in thousands):

	September 30, 2026		December 31, 2025	
Bank of China Working Capital Loans	2.17 %	74,832	2.36 %	69,427
SPD Bank Working Capital Loans	2.43 %	22,271	2.80 %	28,454
China Merchants Bank Working Capital Loans	2.42 %	59,242	2.65 %	42,683
Bank of Communications Working Capital Loans	2.50 %	44,543	2.75 %	42,682
Ningbo Bank Discounted Bills	1.60 %	6,934	1.60 %	7,057
Industrial Bank Working Capital Loans	2.47 %	44,543	2.60 %	14,227
Total short-term debt	2.35 %	252,365	2.55 %	204,530

Bank of China Working Capital Loan Facility

The Company has an uncommitted facility letter with the Bank of China (Hong Kong) Limited ("BOC HK") pursuant to which BOC HK will provide standby letters of credit in favor of the Bank of China Pudong Development Zone Branch ("BOC Pudong Branch") for loans of up to $100.0 million, which are or may become payable by the Company's wholly-owned subsidiary, Zai Lab (Shanghai) Co., Ltd. ("Zai Lab Shanghai"). BOC HK and BOC Pudong Branch are collectively referred to as Bank of China. In accordance with this agreement, the Company also maintained restricted deposits of $100.0 million, which are presented as restricted cash-current on the unaudited condensed consolidated balance sheet, to secure the standby letters of credit. Each working capital loan has a one-year term and is subject to a floating interest rate, which is subject to adjustment every six months.

SPD Bank Working Capital Loan Facility

In February 2024, the Company entered into a maximum-amount guarantee contract with the Shanghai Pudong Development Bank Co., Ltd. Zhangjiang Hi-Tech Park Sub-Branch ("SPD Bank") pursuant to which the Company will guarantee working capital loans of up to RMB300.0 million (approximately $42.0 million) from SPD Bank to Zai Lab Shanghai over a three-year period. Each working capital loan has a one-year term and is subject to a fixed interest rate.

China Merchants Bank Working Capital Loan Facility

In August 2025, the Company issued a maximum-amount irrevocable letter of guarantee to China Merchants Bank Co., Ltd., Shanghai Branch ("CMB") pursuant to which the Company will guarantee working capital loans of up to RMB500.0 million (approximately $69.6 million) from CMB to Zai Lab Shanghai, and Zai Lab Shanghai entered into a Credit Agreement with CMB with respect to the RMB500.0 million facility. The guarantee and credit facility include the outstanding working capital loans with CMB. The credit facility will be available for two years. Each working capital loan has a one-year term and is subject to a floating interest rate, which is subject to adjustment every three months.

Bank of Communications Working Capital Loan Facility

In January 2025, the Company entered into a guarantee contract with Bank of Communications Co., Ltd. Shanghai Zhangjiang Sub-Branch ("BOCOM") pursuant to which the Company will guarantee working capital loans from BOCOM to Zai Lab Shanghai, and Zai Lab Shanghai entered into a working capital loan contract with BOCOM with respect to a revolving credit facility that expired in September 2025. In February 2026, the Company replaced the expired credit facility with a new revolving credit facility of up to RMB300.0 million (approximately $43.6 million) with BOCOM that will expire in February 2029, and entered into a new guarantee contract with BOCOM pursuant to which the Company will

provide a maximum-amount guarantee of RMB330.0 million (approximately $47.9 million). Each working capital loan has a one-year term and is subject to a floating interest rate, which is subject to adjustment every three months.

Ningbo Bank Working Capital Loan Facility

In February 2024, the Company's wholly-owned subsidiary, Zai Lab (Suzhou) Co., Ltd. ("Zai Lab Suzhou"), entered into a maximum credit contract with Bank of Ningbo Co., Ltd. Suzhou Sub-branch ("Ningbo Bank") as well as an Electronic Commercial Draft Discounting Master Agreement and Online Working Capital Loan Master Agreement (collectively, the "Ningbo Bank Agreements"). The Ningbo Bank Agreements permit Zai Lab Suzhou to utilize, including through discounting or working capital loan agreements and subject to the terms and conditions in related master agreements, up to RMB230.3 million (approximately $32.4 million), of which Zai Lab Suzhou is authorized to utilize up to RMB160.0 million (approximately $22.5 million). The cash proceeds from the discounting arrangement were classified as short-term debt. Each discounted bill has a 6-month term.

Industrial Bank Working Capital Loans

On October 13, 2025, the Company entered into a maximum amount guarantee contract with Industrial Bank Co., Ltd., Shanghai Gubei Branch ("CIB") pursuant to which the Company will guarantee working capital loans of up to RMB300.0 million (approximately $42.1 million) from CIB to its wholly-owned subsidiary, Zai Lab Shanghai, and Zai Lab Shanghai entered into a credit line contract with CIB with respect to the RMB300.0 million revolving credit facility. The credit facility expired in May 2026. Each working capital loan has a one-year term and is subject to a fixed interest rate.

11. Other Current Liabilities

The following table presents the Company's other current liabilities ($ in thousands):

	September 30, 2026	December 31, 2025
Accrued payroll	22,112	28,485
Accrued professional service fees	3,106	2,948
Payables for purchase of property and equipment	895	486
Accrued rebate to distributors	13,174	19,388
Tax payables	3,472	5,303
Other (i)	3,351	7,074
Total	46,110	63,684

(i) Other primarily includes accrued travel, business-related expenses, and advance payments from partners.

12. Related Party Transactions

In January 2025, the Company entered into a license agreement with Zenas BioPharma (HK) Limited, a subsidiary of Zenas BioPharma, Inc. ("Zenas"), pursuant to which the Company obtained a license under certain patents and know-how of Zenas to develop and commercialize products containing a differentiated humanized monoclonal antibody targeting IGF-1R as an active ingredient in Greater China. One of the members of the Company's Board of Directors, Mr. Moulder, is also the Chairman of the Board of Directors and Chief Executive Officer of Zenas. The Company recorded a $10.0 million upfront fee into research and development expenses in the first quarter of 2025. As of September 30, 2026, the Company may be required to pay an additional aggregate amount of up to $117.0 million in development and sales-based milestones as well as certain royalties at tiered percentage rates ranging from high-single digits to mid-teens on annual net sales of the licensed products in the licensed territories.

13. Share-Based Compensation

During the nine months ended September 30, 2026, the Company granted share options to purchase up to 11,439,690 ordinary shares and restricted shares representing 12,722,240 ordinary shares under its equity incentive plans. The share options granted have a contractual term of ten years. Share options granted since April 2023 generally vest ratably over a four-year period, and share options granted prior to April 2023 generally vest ratably over a five-year period, with 25% or 20% of the awards vesting on each anniversary of the grant date, respectively, subject to continued employment/service with the Company on the vesting date. The restricted shares granted generally vest ratably over a specified period on the anniversary of the grant date, subject to continued employment/service with the Company on the vesting date. For a description of the Company's equity incentive plans and more details on the terms of the share-based awards, see *Note 15* in the 2025 Annual Report.

During the nine months ended September 30, 2026, the Company also granted cash-settled performance-based restricted shares representing 1,169,170 ordinary shares under its equity incentive plans. These awards will vest on the third anniversary of the grant date and will be settled in cash based on value of the Company's ordinary shares on the vesting date. These awards are accounted for as liability awards and their fair value is measured at the end of each reporting period. The related liability of $0.6 million is recorded in other non-current liabilities in the unaudited condensed consolidated balance sheet as of September 30, 2026, and the related compensation expense of $0.3 million and $0.6 million were recorded in stock-based compensation in the unaudited condensed consolidated statements of operations in the three and nine months ended September 30, 2026.

The following table presents the share-based compensation expense that has been reported in the Company's unaudited condensed consolidated statements of operations and comprehensive loss as follows ($ in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Selling, general and administrative	7,756	10,945	25,826	32,415
Research and development	3,588	5,978	11,208	17,281
Total	11,344	16,923	37,034	49,696

14. License and Collaboration Agreements

The Company has entered into various license and collaboration agreements with third parties to develop and commercialize product candidates.

Significant License and Collaboration Arrangements

For a description of the material terms of the Company's significant license and collaboration agreements, see *Note 16* in the 2025 Annual Report. In the nine months ended September 30, 2026, the Company did not enter into any new significant license or collaboration agreements. The following includes a description of milestone fees incurred in the nine months ended September 30, 2026 under the Company's significant license and collaboration agreements.

License and Collaboration Agreement with MediLink Therapeutics (DLL3-Targeting ADC)

Under the terms of the Company's license and collaboration agreement with MediLink, the Company recorded an $8.0 million development milestone fee into research and development expenses in the first quarter of 2026. As of September 30, 2026, the Company may be required to pay an additional aggregate amount of up to $584.0 million in development, regulatory, and sales-based milestones as well as certain royalties at tiered percentage rates ranging from high single digits to low-teens on annual net sales of the licensed products in the licensed territory.

Collaboration and License Agreement with Pfizer (Tisotumab Vedotin)

Under the terms of the Company's license and collaboration agreement with Seagen (a company later acquired by Pfizer), the Company recorded a regulatory milestone fee of $10.0 million as an intangible asset in the second quarter of 2026. As of September 30, 2026, the Company may be required to pay an additional aggregate amount of up to $248.0 million in development, regulatory, and sales-based milestones as well as certain royalties at tiered percentage rates ranging from mid-teens to low-twenties on annual net sales of the licensed products in the licensed territory.

Other License and Collaboration Arrangements That Are Not Individually Significant

The Company recorded upfront and milestone fees of $29.0 million into research and development expenses in the nine months ended September 30, 2026 for license and collaboration agreements that are not individually significant, including $25.0 million in license fees for a pre-clinical program that the Company terminated in the third quarter of 2026.

15. Restricted Net Assets

Chinese laws and regulations restrict the Company's ability to receive distributions of funds from its Chinese subsidiaries. For example, relevant Chinese laws and regulations permit payments of dividends by the Company's Chinese subsidiaries only out of its retained earnings, if any, as determined in accordance with Chinese accounting standards and regulations.

In accordance with the Company Law of the People's Republic of China, each Chinese subsidiary of the Company is required to provide statutory reserves of at least 10% of its annual after-tax profit until such reserve has reached 50% of its respective registered capital based on the enterprise's Chinese statutory accounts. The reserves can only be used for specific purposes and are not distributable as cash dividends. Foreign exchange and other regulations in mainland China may further restrict the Company's Chinese subsidiaries from transferring out funds in the form of dividends, loans, and advances.

No appropriation to statutory reserves was made in the three and nine months ended September 30, 2026 and 2025 because the Chinese subsidiaries had substantial losses during such periods. The Company did not receive any distributions from its Chinese subsidiaries; such distributions were not permitted under Chinese laws and regulations due to the reserve requirements discussed above. As of both September 30, 2026 and December 31, 2025, amounts restricted included the paid-in capital of the Company's subsidiaries in mainland China and were $516.0 million.

16. Commitments and Contingencies

(a) Purchase Commitments

As of September 30, 2026, the Company's commitments were $0.7 million and related to capital expenditures that are contracted but not yet reflected in the unaudited condensed consolidated financial statements. These commitments were expected to be incurred within one year from September 30, 2026.

(b) Legal Proceedings

The Company is not currently a party to any material legal proceedings.

(c) Indemnifications

In the normal course of business, the Company enters into agreements that indemnify others for certain liabilities that may arise in connection with a transaction or certain events and activities. To date, the Company has not paid any claims or been required to defend any action related to its indemnification obligations.

17. Segment Information

The Company operates as a single operating segment that is engaged in discovering, developing, and commercializing products that address medical conditions with significant unmet needs in the areas of oncology, immunology, neuroscience, and infectious disease. A global research and development organization and a supply chain organization discover, develop, manufacture, and supply the Company's products. A global commercial organization markets, distributes, and sells the products. The business is also supported by global corporate staff functions. The Company's Chief Operating Decision Maker (the "CODM") is the Chief Executive Officer, who assesses performance and allocates resources based on significant expenses and net income on a consolidated basis. The significant expenses that are regularly provided to the CODM include those amounts that are also reported on the consolidated statement of operations as well as below additional disaggregated measures. The CODM also reviews cash position (which includes cash and cash equivalents, current restricted cash, and short-term investments that are reported on the consolidated balance sheets) when making operating decisions. In accordance with ASC 280, the Company has only one reportable segment.

The following tables present disaggregated expenses that are regularly provided to the CODM:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Personnel compensation and related costs	16,678	21,539	57,861	68,067
Licensing fees	—	—	37,000	19,997
CROs/CMOs/Investigators expenses and other costs	33,132	26,389	82,306	71,207
Total research and development expenses	49,810	47,928	177,167	159,271

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Clinical programs	25,902	18,179	71,782	63,236
Pre-Clinical programs	3,296	1,982	34,621	10,365
Unallocated research and development expenses	20,612	27,767	70,764	85,670
Total research and development expenses	49,810	47,928	177,167	159,271

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Personnel compensation and related costs	39,210	41,320	124,978	124,642
Other costs	30,861	28,786	83,035	79,924
Total selling, general, and administrative expenses	70,071	70,106	208,013	204,566

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Selling and marketing expenses	51,425	47,179	146,419	135,882
General and administrative expenses	18,646	22,927	61,594	68,684
Total selling, general, and administrative expenses	70,071	70,106	208,013	204,566

18. Subsequent Events

On October 22, 2026, the Company entered into a securities purchase agreement with certain accredited investors, relating to the sale of 11,340,000 ADSs, each representing ten ordinary shares of the Company with a par value of $0.000006 per share, at an offering price of $22.04 per ADS in a private placement transaction. The private placement closed on October 27, 2026, and the Company received gross proceeds of approximately $250.0 million, resulting in net proceeds to the Company of approximately $241.2 million after deducting placement agent fees and other expenses. The Company intends to use the net proceeds to fund the development of pipeline assets and for working capital and other general corporate purposes.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our 2025 Annual Report and our unaudited condensed consolidated financial statements and the accompanying notes for the three and nine months ended September 30, 2026 included in *Item 1. Financial Statements*.

Overview

We are a patient-focused, innovative, commercial-stage, global biopharmaceutical company with a substantial presence in both Greater China and the United States. We are focused on discovering, developing, and commercializing products that address medical conditions with significant unmet needs in the areas of oncology, immunology, neuroscience, and infectious disease. We intend to leverage our competencies and resources to positively impact human health. We currently have eight commercial programs – ZEJULA, VYVGART / VYVGART Hytrulo, NUZYRA, OPTUNE, QINLOCK, XACDURO, AUGTYRO, and KarXT – with products that have received marketing approval and that we have commercially launched in China. We also have multiple programs in late-stage product development and a number of ongoing pivotal trials across our portfolio.

Since our inception, we have incurred net losses and negative cash flows from our operations. Substantially all of our losses have resulted from funding our research and development programs and selling, general, and administrative costs associated with our operations. Developing high quality product candidates requires significant investment in our research and development activities over a prolonged period of time, and a core part of our strategy is to continue making sustained investments in this area. Our ability to generate profits and positive cash flow from operations depends upon our ability to successfully market our commercial products and to successfully expand the indications for these products and develop and commercialize our other product candidates. As discussed further below, we expect to continue to incur substantial costs related to our research and development and commercialization activities.

As we pursue our corporate strategic goals, we anticipate that our financial results will fluctuate from quarter to quarter and year to year depending in part on the balance between the success of our commercial products and the level of our research and development expenses. We cannot predict whether or when our product candidates will receive regulatory approval. Further, if we receive such regulatory approval, we cannot predict whether or when we may be able to successfully commercialize such products or whether or when such products may become profitable.

Recent Developments

Commercial Products

Net product revenue was $107.6 million for the third quarter of 2026, a decrease of 7% compared to the prior year period, primarily driven by decreased revenue for ZEJULA, due to a shift in hospital utilization patterns following volume-based procurement for generic olaparib, OPTUNE, due to evolving competition in the glioblastoma market, and VYVGART, primarily due to a pricing adjustment related to NRDL renewal. These decreases were partially offset by increased sales for NUZYRA, supported by increased market coverage and penetration, increased sales for XACDURO, driven by strong patient demand and expanding hospital adoption but partially constrained by supply limitations, and KarXT, which was launched in June 2026.

Product Candidates

We continued to advance our product candidates through our research and development activities, including the following developments with respect to our clinical trials and regulatory approvals:

Oncology

- **Zocilurtatug Pelitecan (Zoci, DLL3-Targeting ADC) (formerly ZL-1310):** In October 2026, we presented promising data at the European Society for Medical Oncology Congress 2026 from the ongoing Phase 1 study evaluating zoci in combination with atezolizumab as a 1L treatment for ES-SCLC. At the selected zoci dose of 1.6 mg/kg, the zoci plus atezolizumab doublet achieved a confirmed objective response rate of 81.8% and

an estimated 6-month progression-free survival rate of 81.9% among 33 efficacy evaluable patients in 1L ES-SCLC. Among the first 15 patients with at least six months of follow-up, who had a median follow-up of 10.0 months, median progression-free survival had not been reached. The doublet regimen was generally well tolerated, with 9.1% of patients experiencing Grade 3 or higher adverse events attributed to zoci and only one reported case of Grade 1 interstitial lung disease or pneumonitis. Based on the encouraging efficacy and favorable safety profile, Zai Lab is advancing the zoci 1.6 mg/kg plus atezolizumab doublet into a global Phase 3 study in 1L ES-SCLC.

Immunology, Neuroscience, and Infectious Disease

- **ZL-1503 (IL-13/IL-31Rα):** We expect to share initial first-in-human data from the single ascending dose (SAD) portion of the global Phase 1/1b study of ZL-1503 for atopic dermatitis in healthy volunteers at the American College of Allergy, Asthma & Immunology (ACAAI) 2026 Annual Scientific Meeting, taking place November 12–16, 2026. Findings will include pharmacokinetic data following single-dose administration, as well as pharmacodynamic data on atopic dermatitis-related biomarkers across a range of ZL-1503 doses. The presentation will also include initial safety and immunogenicity data. In August 2026, we initiated enrollment for a global Phase 1 intravenous-to-subcutaneous bioavailability bridging study.

- **Efgartigimod (FcRn):** In August 2026, we and our partner argenx announced positive topline results from the Phase 3 ALKIVIA study evaluating VYVGART Hytrulo in adults with autoimmune myositis. The study met its primary endpoint of mean Total Improvement Score at week 52 in the combined study population of immune-mediated necrotizing myopathy ("IMNM") and dermatomyositis ("DM") patients (p=0.0011). Patient improvements were observed early and sustained throughout the study, with a consistent treatment effect across IMNM and DM. We participated in the ALKIVIA study in Greater China.

  In October 2026, argenx announced that it will discontinue the Phase 3 UNITY study of efgartigimod SC in adults with moderate-to-severe Sjögren's disease. The decision is based on a recommendation from an Independent Data Monitoring Committee to stop the study for futility following an interim analysis, having concluded that the UNITY study is unable to meet its primary endpoint. Safety was consistent with efgartigimod's established profile, and no new safety signals were identified.

Factors Affecting Our Results of Operations

Our Commercial Products

We generate product revenue through the sale of our commercial products in Greater China, net of any related sales returns and rebates to distributors. Our cost of product revenue mainly consists of the costs of manufacturing ZEJULA and NUZYRA; costs of purchasing VYVGART / VYVGART Hytrulo, OPTUNE, QINLOCK, XACDURO, AUGTYRO, and KarXT from our collaboration partners; any royalty fees incurred as a result of sales of our commercial products under our license and collaboration agreements; and amortization of capitalized post-approval milestone fees incurred under our license and collaboration agreements. We expect to continue to focus on increasing patient access to our existing commercial products, such as through NRDL listing or increased supplemental insurance coverage in the private-pay market, and to launch additional commercial products, if and when we obtain required regulatory approvals.

Research and Development Expenses

We believe our ability to successfully develop product candidates will be the primary factor affecting our long-term competitiveness, as well as our future growth and development. Developing high quality product candidates requires a significant investment of resources over a prolonged period of time. We are committed to advancing and expanding our pipeline of potential best-in-class and first-in-class products, such as through clinical and pre-clinical trials and business development activities. As a result, we expect to continue making significant investments in research and development, including internal discovery activities.

Elements of research and development expenditures primarily include:

- payroll and other related costs of personnel engaged in research and development activities;
- fees for exclusive development rights of products granted to the Company;
- costs related to pre-clinical testing of the Company's technologies and clinical trials, such as payments to CROs and CMOs, investigators, and clinical trial sites that conduct our clinical studies; and
- costs to produce the product candidates, including raw materials and supplies, product testing, depreciation, and facility-related expenses.

Selling, General, and Administrative Expenses

Our selling, general, and administrative expenses consist primarily of personnel compensation and related costs, including share-based compensation for commercial and administrative personnel. Other selling, general, and administrative expenses include product distribution and promotion costs, and professional service fees for legal, intellectual property, auditing, and tax services as well as other direct and allocated expenses for rent and maintenance of facilities, insurance, and other supplies used in selling, general, and administrative activities. We expect these costs to continue to be significant to support sales of our commercial products and preparation to launch and subsequent sales of additional product candidates if and when approved.

Our Ability to Commercialize Our Product Candidates

We have multiple product candidates in late-stage clinical development and various others in clinical and pre-clinical development in Greater China and globally. Our ability to generate revenue from our product candidates is dependent on our receipt of regulatory approvals for and successful commercialization of such product candidates, which may not occur. Certain of our product candidates may require additional pre-clinical and/or clinical development, regulatory approvals in multiple jurisdictions, manufacturing supply, and significant marketing efforts before we generate any revenue from product sales.

License and Collaboration Arrangements

Our results of operations have been, and will continue to be, affected by our license and collaboration agreements. In accordance with these agreements, we may be required to make upfront payments and milestone payments upon the achievement of certain development, regulatory, and sales-based milestones for the relevant products as well as certain royalties at tiered percentage rates based on annual net sales of the licensed products in the licensed territories. As of September 30, 2026, we may in the future be required to pay development and regulatory milestone payments of up to an additional aggregate amount of $231.0 million for our current clinical programs and $421.0 million for other programs. Such development and regulatory milestone payments are contingent on the progress of our product candidates prior to commercialization, and we see these payments as favorable because they indicate that product candidates are advancing. As of September 30, 2026, we also in the future may be required to pay sales-based milestone payments of up to an additional aggregate amount of $2,351.0 million as well as certain royalties at tiered percentage rates on annual net sales. Such sales-based milestone and royalty payments are contingent on the performance of our commercial products, and we see these payments as favorable because they signify that a product is achieving higher sales levels.

Results of Operations

In this section, we discuss our results of operations for the three and nine months ended September 30, 2026 compared to the same periods in 2025.

The following table presents our results of operations ($ in thousands):

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2026	2025	$	%	2026	2025	$	%
Revenues								
Product revenue, net	107,648	115,361	(7,713)	(7)%	308,955	330,095	(21,140)	(6)%
Collaboration revenue	560	734	(174)	(24)%	5,175	2,464	2,711	110 %
Total revenues	108,208	116,095	(7,887)	(7)%	314,130	332,559	(18,429)	(6)%
Expenses								
Cost of product revenue	(51,305)	(46,764)	(4,541)	10 %	(137,782)	(128,219)	(9,563)	7 %
Cost of collaboration revenue	—	(119)	119	(100)%	(20)	(531)	511	(96)%
Research and development	(49,810)	(47,928)	(1,882)	4 %	(177,167)	(159,271)	(17,896)	11 %
Selling, general, and administrative	(70,071)	(70,106)	35	— %	(208,013)	(204,566)	(3,447)	2 %
Loss from operations	(62,978)	(48,822)	(14,156)	29 %	(208,852)	(160,028)	(48,824)	31 %
Interest income	5,731	8,345	(2,614)	(31)%	18,057	25,794	(7,737)	(30)%
Interest expenses	(1,577)	(1,400)	(177)	13 %	(4,801)	(3,848)	(953)	25 %
Foreign currency gains	10,528	6,422	4,106	64 %	40,430	9,909	30,521	308 %
Other income (expense), net	288	(508)	796	(157)%	5,735	3,045	2,690	88 %
Loss before income tax	(48,008)	(35,963)	(12,045)	33 %	(149,431)	(125,128)	(24,303)	19 %
Income tax benefit	1,872	—	1,872	NM	1,454	—	1,454	NM
Net loss	(46,136)	(35,963)	(10,173)	28 %	(147,977)	(125,128)	(22,849)	18 %

NM - Not Meaningful

Revenues

Product Revenue, Net

The following table presents net revenue by commercial program ($ in thousands):

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2026	2025	$	%	2026	2025	$	%
ZEJULA	32,284	42,432	(10,148)	(24)%	94,330	133,002	(38,672)	(29)%
VYVGART / VYVGART Hytrulo	24,071	27,727	(3,656)	(13)%	65,488	72,329	(6,841)	(9)%
NUZYRA	21,089	15,430	5,659	37 %	54,448	44,840	9,608	21 %
OPTUNE	7,821	12,657	(4,836)	(38)%	32,093	36,375	(4,282)	(12)%
QINLOCK	8,829	8,901	(72)	(1)%	27,404	25,946	1,458	6 %
XACDURO	8,421	6,445	1,976	31 %	24,950	12,184	12,766	105 %
AUGTYRO	2,822	1,677	1,145	68 %	6,827	4,702	2,125	45 %
KarXT	2,015	—	2,015	NM	2,567	—	2,567	NM
Other (i)	296	92	204	222 %	848	717	131	18 %
Total product revenue, net	107,648	115,361	(7,713)	(7)%	308,955	330,095	(21,140)	(6)%

NM - Not Meaningful

(i) Other includes product candidates sold in patient programs prior to commercialization.

Our product revenue is primarily derived from the sales of our commercial products in mainland China, net of sales returns and rebates to distributors with respect to the sales of these products.

Our net product revenue decreased by $7.7 million and $21.1 million in the three and nine months ended September 30, 2026, respectively, primarily driven by decreased revenue for ZEJULA, due to a shift in hospital utilization patterns following volume-based procurement for generic olaparib, OPTUNE, due to evolving competition in the glioblastoma market, and VYVGART, primarily due to a pricing adjustment related to NRDL renewal. These decreases were partially offset by increased sales for NUZYRA, supported by increased market coverage and penetration, increased sales for XACDURO, driven by strong patient demand and expanding hospital adoption but partially constrained by supply limitations, and KarXT, which was launched in June 2026.

Cost of Product Revenue

Cost of product revenue increased by $4.5 million and $9.6 million in the three and nine months ended September 30, 2026, primarily due to a shift in product mix and the inventory write-down in 2026.

Collaboration Revenue and Cost of Collaboration Revenue

In the nine months ended September 30, 2026, collaboration revenue increased by $2.7 million, mainly related to a regional license and collaboration arrangement. Collaboration revenue was insignificant in the three months ended September 30, 2026. Cost of collaboration revenue was insignificant in the three and nine months ended September 30, 2026.

Research and Development Expenses

The following table presents the components of our research and development expenses ($ in thousands):

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2026	2025	$	%	2026	2025	$	%
Personnel compensation and related costs	16,678	21,539	(4,861)	(23)%	57,861	68,067	(10,206)	(15)%
Licensing fees	—	—	—	NM	37,000	19,997	17,003	85 %
CROs/CMOs/Investigators expenses and other costs	33,132	26,389	6,743	26 %	82,306	71,207	11,099	16 %
Total	49,810	47,928	1,882	4 %	177,167	159,271	17,896	11 %

NM - Not Meaningful

Research and development expenses remained relatively flat in the three months ended September 30, 2026, due to

- a decrease of $4.9 million in personnel compensation and related costs primarily driven by our resource prioritization and efficiency efforts; partially offset by
- an increase of $6.7 million in CROs/CMOs/Investigators expenses and other clinical and pre-clinical costs.

Research and development expenses increased by $17.9 million in the nine months ended September 30, 2026, primarily due to:

- an increase of $17.0 million in licensing fees in connection with increased upfront and milestone fees for our license and collaboration agreements;
- an increase of $11.1 million in CROs/CMOs/Investigators expenses and other clinical and pre-clinical costs; partially offset by
- a decrease of $10.2 million in personnel compensation and related costs primarily driven by our resource prioritization and efficiency efforts.

The following table presents our research and development expenses by program ($ in thousands):

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2026	2025	$	%	2026	2025	$	%
Clinical programs	25,902	18,179	7,723	42 %	71,782	63,236	8,546	14 %
Pre-Clinical programs	3,296	1,982	1,314	66 %	34,621	10,365	24,256	234 %
Unallocated research and development expenses	20,612	27,767	(7,155)	(26)%	70,764	85,670	(14,906)	(17)%
Total	49,810	47,928	1,882	4 %	177,167	159,271	17,896	11 %

In the three months ended September 30, 2026, research and development expenses attributable to clinical and pre-clinical programs increased by $7.7 million and $1.3 million, respectively, primarily driven by an increase in trial costs based on the progress of our studies.

In the nine months ended September 30, 2026, research and development expenses attributable to clinical programs increased by $8.5 million, primarily driven by an increase in trial costs based on the progress of our studies. Research and development expenses attributable to pre-clinical programs increased by $24.3 million, primarily driven by an increase in licensing fees for our license and collaboration agreements.

Although we manage our external research and development expenses by program, we do not allocate our internal research and development expenses by program because our employees and internal resources may be engaged in projects for multiple programs at any given time.

Selling, General, and Administrative Expenses

The following table presents our selling, general, and administrative expenses by category ($ in thousands):

	Three Months Ended September 30,		Change		Nine Months Ended September 30,		Change	
	2026	2025	$	%	2026	2025	$	%
Personnel compensation and related costs	39,210	41,320	(2,110)	(5)%	124,978	124,642	336	— %
Other costs	30,861	28,786	2,075	7 %	83,035	79,924	3,111	4 %
Total	70,071	70,106	(35)	— %	208,013	204,566	3,447	2 %

Selling, general, and administrative expenses remained relatively flat in the three and nine months ended September 30, 2026, compared to the prior year periods, reflecting continued efforts to streamline the organization, optimize resource allocation, and enhance operating efficiency.

Interest Income

Interest income decreased by $2.6 million and $7.7 million in the three and nine months ended September 30, 2026, respectively, primarily due to decreased interest rates.

Interest Expense

Interest expense increased by $0.2 million and $1.0 million in the three and nine months ended September 30, 2026, respectively, primarily due to higher levels of short-term debt.

Foreign Currency Gains

Foreign currency gains increased by $4.1 million and $30.5 million in the three and nine months ended September 30, 2026, respectively, primarily due to appreciation of the RMB against the U.S. dollar.

Other Income (Expense), Net

Other income (expense), net was insignificant during three months ended September 30, 2026 and 2025. Other income, net increased by $2.7 million in the nine months ended September 30, 2026, primarily due to higher government grants.

Income Tax Benefit

Income tax benefit was $1.9 million and $1.5 million in the three and nine months ended September 30, 2026, respectively, primarily due to the deferred tax benefit related to the inventory provision. Income tax expense was nil in both the three and nine months ended September 30, 2025 as the Company's subsidiaries were in cumulative loss positions.

Net Loss

Net loss was $46.1 million in the three months ended September 30, 2026, or a loss per ordinary share attributable to shareholders of $0.04 (or loss per ADS of $0.41), compared to a net loss of $36.0 million in the three months ended September 30, 2025, or a loss per ordinary share of $0.03 (or loss per ADS of $0.33).

Net loss was $148.0 million in the nine months ended September 30, 2026, or a loss per ordinary share attributable to shareholders of $0.13 (or loss per ADS of $1.32), compared to a net loss of $125.1 million in the nine months ended September 30, 2025, or a loss per ordinary share of $0.11 (or loss per ADS of $1.15).

Critical Accounting Policies and Significant Judgments and Estimates

We prepare our financial statements in conformity with U.S. GAAP, which requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures. Some of those judgments can be subjective and complex. Actual results could differ from our estimates.

Our most critical accounting policies and estimates, including those that require the most difficult, subjective, or complex judgments and are the most inherently uncertain, are described below.

Revenue Recognition

We sell our products to distributors (our customers), who ultimately sell the products to healthcare providers, primarily in mainland China. We recognize revenue when the performance obligations are satisfied upon the product's delivery to distributors.

We offer rebates to our distributors to compensate the distributors consistent with pharmaceutical industry practices. We are required to establish a provision for rebates in the same period the related product sales are recognized. The estimated amount of rebates, if any, is recorded as a reduction of revenue.

Significant judgments are required in making these estimates. In determining the appropriate accrual amount, we consider our contracted rates, sales volumes, levels of distributor inventories, and historical experiences and trends. If actual results vary from our estimates or our expectations change, we will adjust these estimates accordingly, which would affect net product revenue and earnings in the period such variances become expected or known.

Research and Development Expenses

We have a significant amount of research and development expenses, including with respect to pre-clinical and clinical trials for our product candidates. Such costs are expensed as incurred when they have no alternative future uses.

We contract with third parties to perform various pre-clinical and clinical trial activities on our behalf in the ongoing development of our product candidates. Expenses related to pre-clinical and clinical trial activities are accrued based on the Company's estimates of the actual services performed by the third parties, such as CROs and CMOs.

Significant judgments are required in estimating the actual services performed by the third parties for the respective period and the related expense accruals. In determining the appropriate accrual, we consider a variety of factors, including contractual requirements with respect to services to be provided, related rates, and our assessment of services performed

during the period and progress with respect to any contractual milestones when we have not yet been invoiced or otherwise notified by third parties of actual costs. If the actual status and timing of services performed vary from our estimates, our reported expenses and earnings for the corresponding period may be affected.

Share-Based Compensation

We grant share-based awards, including share options and restricted shares, to eligible employees and directors. Such share-based awards are measured at grant date fair value.

Significant assumptions are required in determining the fair value of share options, which we estimate using the Black-Scholes option valuation model. These assumptions include: (i) the volatility of our ADS price, (ii) the periods of time over which grantees are expected to hold their options prior to exercise (expected term), (iii) the expected dividend yield on our ADSs, and (iv) risk-free interest rates. Since we do not have sufficient historical information to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior, the expected term is derived from the average midpoint between the weighted-average vesting and the contractual term, also known as the simplified method. The expected dividend yield is zero as we have never paid dividends and do not currently anticipate paying any in the foreseeable future, and risk-free interest rates are based on quoted U.S. Treasury rates for securities with maturities approximating the expected term. If actual results vary from our estimates or our expectations change, our reported expenses and earnings for the corresponding period may be affected.

Income Taxes

We recognize deferred tax assets and liabilities for temporary differences between the financial statement and income tax bases of assets and liabilities, which are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is provided when it is more likely than not that some or all of a deferred tax asset will not be realized. Significant judgments are required when evaluating tax positions in accordance with ASC 740, *Income Taxes*.

We recognize in our financial statements the benefit of a tax position if the tax position is "more likely than not" to prevail based on the facts and technical merits of the position. Tax positions that meet the "more likely than not" recognition threshold are measured at the largest amount of tax benefit that has a greater than fifty percent likelihood of being realized upon settlement. We estimate our liability for unrecognized tax benefits which are periodically assessed and may be affected by changing interpretations of laws, rulings by tax authorities, changes and/or developments with respect to tax audits, and the expiration of the applicable statute of limitations. The ultimate outcome for a particular tax position may not be determined with certainty prior to the conclusion of a tax audit and, in some cases, appeal or litigation process.

We consider positive and negative evidence when determining whether some or all of our deferred tax assets will not be realized. This assessment considers various factors, including the nature, frequency, and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carry-forward periods, our historical results of operations, and our tax planning strategies. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Our estimates may be affected by changing interpretations of laws, rulings by tax authorities, changes and/or developments with respect to tax audits, and expiration of the statute of limitations. If actual benefits vary from our estimates or our expectations change, we will adjust the recognition and measurement estimates accordingly, which would affect reported expenses and earnings in the corresponding period.

Liquidity and Capital Resources

Our operations have consumed substantial amounts of cash since inception. The net cash used in our operating activities was $133.2 million and $124.8 million in the nine months ended September 30, 2026 and 2025, respectively. For information on our research and development activities and related expenditures, see the *Research and Development Expenses, Selling, General, and Administrative Expenses, License and Collaboration Arrangements,* and *Results of*

Operations sections above. In addition, as of September 30, 2026, we had commitments of $0.7 million related to capital expenditures.

To date, we have financed our activities primarily through private placements and public offerings, including our September 2017 initial public offering and various follow-on offerings on Nasdaq and our September 2020 secondary listing and initial public offering on the Hong Kong Stock Exchange. As of September 30, 2026, we have raised approximately $164.6 million in private equity financing and approximately $2,677.8 million in net proceeds from public offerings after deducting underwriting commissions and the offering expenses payable by us.

We have also identified opportunities to access capital through debt arrangements on favorable commercial terms. As of September 30, 2026, we had such debt arrangements with Chinese financial institutions that allow certain of our subsidiaries to borrow up to approximately $320.0 million (or RMB2,271.7 million) to support our working capital needs in mainland China. As of September 30, 2026, we had short-term debt outstanding of $252.4 million (or RMB1,699.7 million) pursuant to these debt arrangements. These debt arrangements provide us with additional capital capacity that will give us enhanced flexibility to execute our corporate strategic goals. For more information, see *Note 10.*

As of September 30, 2026, we had cash and cash equivalents, current restricted cash, and short-term investments of $659.7 million. Additionally, in October 2026, we entered into a securities purchase agreement with certain accredited investors and raised net proceeds of approximately $241.2 million from a private placement, after deducting placement agent fees and other offering expenses. We intend to use the net proceeds from this private placement to fund the development of pipeline assets and for working capital and other general corporate purposes. For more information, see *Note 18.* We believe we have sufficient capital to meet our cash requirements including the funding of operating expenses, capital expenditures, and debt obligations for at least the next 12 months.

Although we believe that we have sufficient capital to fund our operations for at least the next twelve months, we may, from time to time, utilize debt arrangements on favorable commercial terms, subject to lenders' assessment of our financial position including our cash balances, or consider additional funding sources to bring to fruition our strategic objectives. There can be no assurances that such funding will be made available to us on acceptable terms or at all.

The following table presents information regarding our cash flows ($ in thousands):

	Nine Months Ended September 30,		Change
	2026	2025	$
Net cash used in operating activities	(133,186)	(124,767)	(8,419)
Net cash (used in) provided by investing activities	(36,386)	319,162	(355,548)
Net cash provided by financing activities	38,330	72,783	(34,453)
Effect of foreign exchange rate changes on cash, cash equivalents and restricted cash	1,330	311	1,019
Net (decrease) increase in cash, cash equivalents and restricted cash	(129,912)	267,489	(397,401)

Net Cash Used in Operating Activities

Net cash used in operating activities increased by $8.4 million in the nine months ended September 30, 2026, primarily due to a decrease of $34.6 million in other adjustments to reconcile net loss to net cash used in operating activities and an increase of $22.8 million in net loss, partially offset by an increase of $49.1 million in net changes in operating assets and liabilities.

Net Cash (Used in) Provided by Investing Activities

Net cash used in investing activities was $36.4 million in the nine months ended September 30, 2026, compared to net cash provided by investing activities of $319.2 million in the nine months ended September 30, 2025, primarily due to a decrease of $330.0 million in proceeds from the maturity of short-term investments, an increase of $28.5 million from

acquisitions of intangible assets, and a decrease of $1.2 million in proceeds from the sale of an equity investment, partially offset by a decrease of $4.0 million in purchases of property and equipment.

Net Cash Provided by Financing Activities

Net cash provided by financing activities decreased by $34.5 million in the nine months ended September 30, 2026, primarily due to an increase of $70.2 million in repayment of short-term bank borrowings, a decrease of $8.9 million in proceeds from exercises of stock options, partially offset by an increase of $40.3 million in short-term debt proceeds and a decrease of $3.5 million in employee taxes paid related to net share settlement of equity awards.

Recently Issued Accounting Standards

For more information regarding recently issued accounting standards, see *Part II – Item 8. Financial Statements and Supplementary Data – Recent Accounting Pronouncements* in our 2025 Annual Report. The Company has not adopted any new accounting standards in the three and nine months ended September 30, 2026.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk including foreign exchange risk, credit risk, and interest rate risk.

Foreign Exchange Risk

Renminbi, or RMB, is not a freely convertible currency. The State Administration of Foreign Exchange, under the authority of the People's Bank of China, controls the conversion of RMB into foreign currencies. The value of RMB is subject to changes in central government policies and to international economic and political developments affecting supply and demand in the China Foreign Exchange Trading System market. The cash and cash equivalents of the Company included aggregated amounts of $12.1 million and $25.4 million, which were denominated in RMB, representing 2% and 4% of the cash and cash equivalents as of September 30, 2026 and December 31, 2025, respectively.

While our financial statements are presented in U.S. dollars, our business mainly operates in mainland China with a significant portion of our transactions settled in RMB, and as such, we do not believe that we currently have significant direct foreign exchange risk and have not used derivative financial instruments to hedge our exposure to such risk. Although, in general, our exposure to foreign exchange risk should be limited, the value of your investment in our ADSs and ordinary shares will be affected by the exchange rate between the U.S. dollar and the RMB and between the HK dollar and the RMB, respectively, because the value of our business is effectively denominated in RMB, while ADSs and ordinary shares are traded in U.S. dollars and HK dollars, respectively.

The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in Greater China's political and economic conditions. The conversion of RMB into foreign currencies, including U.S. dollars, has been based on rates set by the People's Bank of China.

The value of our ADSs and our ordinary shares will be affected by the foreign exchange rates between U.S. dollars, HK dollars, and the RMB. For example, to the extent that we need to convert U.S. dollars or HK dollars into RMB for our operations or if any of our arrangements with other parties are denominated in U.S. dollars or HK dollars and need to be converted into RMB, appreciation of the RMB against the U.S. dollar or the HK dollar would have an adverse effect on the RMB amount we receive from the conversion. Conversely, if we decide to convert RMB into U.S. dollars or HK dollars for the purpose of making payments for dividends on ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar or the HK dollar against the RMB would have a negative effect on the conversion amounts available to us.

Since 1983, the Hong Kong Monetary Authority has pegged the HK dollar to the U.S. dollar at the rate of approximately HK$7.80 to US$1.00. However, there is no assurance that the HK dollar will continue to be pegged to the U.S. dollar or that the HK dollar conversion rate will remain at HK$7.80 to US$1.00. If the HK dollar conversion rate against the U.S. dollar changes and the value of the HK dollar depreciates against the U.S. dollar, our assets denominated in HK dollars will be adversely affected. Additionally, if the Hong Kong Monetary Authority were to repeg the HK dollar

to, for example, the RMB rather than the U.S. dollar, or otherwise restrict the conversion of HK dollars into other currencies, then our assets denominated in HK dollars will be adversely affected.

Credit Risk

Financial instruments that are potentially subject to significant concentration of credit risk consist of cash and cash equivalents, restricted cash, short-term investments, accounts receivable, and notes receivable.

The carrying amounts of cash and cash equivalents, short-term investments, and restricted cash represent the maximum amount of losses due to credit risk. As of September 30, 2026 and December 31, 2025, we had cash and cash equivalents of $549.7 million and $679.6 million, respectively, restricted cash of $101.1 million, and short-term investments of $10.0 million. As of September 30, 2026 and December 31, 2025, all of our cash and cash equivalents, restricted cash, and short-term investments were held by major financial institutions located in mainland China and international financial institutions outside of mainland China which we believe are of high credit quality and for which we monitor continued credit worthiness.

Accounts receivable are typically unsecured and are derived from product revenue. We manage credit risk related to our accounts receivable through ongoing monitoring of outstanding balances and limiting the amount of credit extended based upon payment history and credit worthiness. Historically, we have collected receivables from customers within the credit terms with no significant credit losses incurred. As of September 30, 2026, our largest customer accounted for approximately 14% of our total accounts receivable.

Certain accounts receivable balances are settled in the form of notes receivable. As of September 30, 2026, such notes receivable included bank acceptance promissory notes that are non-interest bearing and due within six months. These notes receivable were used to collect the receivables based on an administrative convenience, given these notes are readily convertible to known amounts of cash. In accordance with the sales agreements, whether to use cash or bank acceptance promissory notes to settle the receivables is at our discretion, and this selection does not impact the agreed contractual purchase prices.

Interest Rate Risk

We are exposed to risks related to changes in interest rates on our cash and cash equivalents, restricted cash, and short-term investments. As of September 30, 2026 and December 31, 2025, we had cash and cash equivalents of $549.7 million and $679.6 million, respectively, restricted cash of $101.1 million, and short-term investments of $10.0 million. Our investment portfolio, which relates to cash equivalents and short-term investments, primarily consists of time deposits. The primary objectives of our investment activities are to preserve principal, provide liquidity, and maximize income without significantly increasing risk. Given the short-term nature of our deposits and investments, we believe that a sudden change in market interest rates would not be expected to have a material impact on our financial condition and/or results of operation. For example, a hypothetical 10% relative change in interest rates during any of the periods presented would not have a material impact on future interest income.

We are also exposed to risks related to changes in interest rates on our short-term debt, which is currently subject to a mix of fixed and floating interest rates. As of September 30, 2026 and December 31, 2025, we had short-term debt of $252.4 million and $204.5 million, respectively. A 100-basis point increase in interest rates would not materially increase our interest expense. Our interest rate exposure from short-term debt is also offset by our exposure in cash and cash equivalents, restricted cash, and short-term investments, as discussed above. For more information on our short-term debt, see *Note 10*.

Item 4. Controls and Procedures

Management's Evaluation of Our Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Our disclosure controls and procedures are designed to ensure that the information required

to be disclosed in the reports that we file or furnish under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective. Based upon that evaluation, our management has concluded that, as of September 30, 2026, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such item is defined in Rule 13a-15(f)) during the fiscal quarter ended September 30, 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We may be, from time to time, subject to claims and suits arising in the ordinary course of business. We are not currently a party to any material legal or administrative proceedings.

Item 1A. Risk Factors.

We are subject to risks and uncertainties that could, directly or indirectly, adversely affect our business, results of operations, financial condition, liquidity, cash flows, strategies, and/or prospects. There have been no material changes in our risk factors from those disclosed in the "Risk Factors" section of our 2025 Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

The following table presents acquisitions of the Company's ADSs to satisfy tax withholding obligations due in connection with exercise of option shares or vesting of restricted shares during the third quarter of 2026:

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July 1 – 31, 2026	11,431	19.14	—	—
August 1 – 31, 2026	427	25.90	—	—
September 1 – 30, 2026	—	—	—	—
Total	11,858			

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

Other than as described below, during the third quarter of 2026, none of the Company's directors or executive officers (as defined in Rule 16a-1(f) under the Exchange Act) has adopted, modified, or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (each as defined in Item 408 of Regulation S-K).

On September 16, 2026, F. Ty Edmondson, the Company's Chief Legal Officer and Corporate Secretary, adopted a new written Rule 10b5-1 trading arrangement for (1) the sale of ADSs up to $300,000 and (2) the sale of up to 12,500 ADSs. This Rule 10b5-1 trading arrangement is scheduled to terminate no later than September 16, 2027.

On August 11, 2026, William Lis, one of the Company's directors, adopted a new written Rule 10b5-1 trading arrangement for the sale of up to 23,048 ADSs. This Rule 10b5-1 trading arrangement is scheduled to terminate no later than September 16, 2027.

Item 6. Exhibits.

Exhibit Index

Exhibit Number	Exhibit Title
10.1^	Addendum to Collaboration and License Agreement between argenx BV and Zai Auto Immune (Hong Kong) Limited, dated September 10, 2026
31.1	Certification of Chief Executive Officer Required by Exchange Act Rule 13a-14(a)
31.2	Certification of Chief Financial Officer Required by Exchange Act Rule 13a-14(a)
32.1	Certification of Chief Executive Officer Required by 18 U.S.C. Section 1350
32.2	Certification of Chief Financial Officer Required by 18 U.S.C. Section 1350
101.INS	Inline XBRL Instance Document-the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definitions Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

^ Portions of this exhibit have been redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ZAI LAB LIMITED

Dated: November 5, 2026

By: /s/ Yajing Chen
Name: Yajing Chen
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

PURSUANT TO ITEM 601(B)(10)(IV) OF REGULATION S-K, THIS EXHIBIT OMITS CERTAIN INFORMATION, IDENTIFIED BY [***], THAT IS NOT MATERIAL AND THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL.

ADDENDUM NO. 4 TO COLLABORATION AND LICENSE AGREEMENT

This Addendum No. 4 to Collaboration and License Agreement (this "**Addendum No. 4**") is entered into as of September 10, 2026 (the "**Addendum No. 4 Effective Date**") by and between argenx BV, a private limited company organized under the laws of Belgium with its principal place of business at Industriepark Zwijnaarde 7, 9052 Zwijnaarde (Ghent), Belgium ("**Licensor**"), Zai Auto Immune (Hong Kong) Limited, a Hong Kong company, with an address at Room 2301, 23F, Island Place Tower, 510 King's Road, North Point, Hong Kong ("**Licensee**") and, solely with respect to Section 15.16 (*Parent Guarantee*) of the License Agreement, Zai Lab Limited, a Cayman Islands company, with an address at Building B, 899 Halei Road, Pudong, Shanghai, 201203, China ("**Parent**"). Licensor and Licensee are sometimes referred to herein individually as a "**Party**" and collectively as the "**Parties**."

RECITALS

WHEREAS, reference is made to that certain Collaboration and License Agreement entered into among Licensor, Licensee and Parent on January 6, 2021, as amended by that certain Addendum No. 1 to the Collaboration and License Agreement, dated January 6, 2022 ("**Addendum No. 1**"), that certain Addendum to the Collaboration and License Agreement, dated April 1, 2024 ("**Addendum No. 2**"), and that certain Addendum to the Collaboration and License Agreement, dated June 14, 2024 ("**Addendum No. 3**") (collectively, the "**License Agreement**");

WHEREAS, the Licensor, pursuant to Section 3.3 of the License Agreement, initiated a Global Trial (the "**Global SN-gMG and oMG Trials**") for the seronegative generalized myasthenia gravis indication (the "**SN-gMG Indication**") and ocular myasthenia gravis indication (the "**oMG Indication**" and together with the SN-gMG Indication, the "**SN-gMG and oMG Indications**") for the Licensed Compound, for which Licensee, at the time, failed to timely opt-in to such trials in accordance with Section 3.3.1(c) of the License Agreement;

WHEREAS, Licensee now seeks to obtain Regulatory Approval to Commercialize the Licensed Product in the SN-gMG and oMG Indications in the Territory, and the Parties wish to further collaborate on the Development and Commercialization of the Licensed Compound and Licensed Products in the Territory, in each case in accordance with the terms and conditions set forth below; and

WHEREAS, in light of the Parties' continued collaboration in the Territory, the Parties desire to amend the royalty and milestone payment obligations under the License Agreement on the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the premises and the mutual promises and conditions hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, do hereby agree as follows:

1. Interpretation of this Addendum No. 4.

1.1 Unless explicitly deviated from in this Addendum No. 4, both Article 1 (Definitions) and Article 15 of the License Agreement shall apply *mutatis mutandis*, as if copied into the body of this Addendum No. 4 (with references to the "Agreement" read to include references to this Addendum No. 4).

1.2 Unless otherwise stated herein

(a) Capitalized terms used but not defined herein shall have the respective meaning defined in the License Agreement;

(b) All provisions of the License Agreement shall continue in full force and effect; and

(c) All references to this Addendum No. 4 to any Article, Section or Schedule shall mean references to such Article, Section or Schedule of the License Agreement.

2. Development Activities in the Territory.

2.1 **General**. Pursuant to Section 2.1, 2.2 and Article 3 of the License Agreement, the JSC may, upon recommendation of the JDC, agree that Licensor shall perform certain Development activities in the Territory. To the extent that such activities require any amendment to the Development Plan, the terms and conditions of Article 3 of the License Agreement shall apply.

2.2 **Additional Development Activities**. Pursuant to Section 3.2.2 of the License Agreement, the JDC has proposed, and the JSC has approved, that Licensor may perform the following Development activities of the Licensed Products for Additional Indications in the Territory:

(a) Autoimmune Encephalitis ("**AIE**") Submission. Pursuant to Article 4 (Regulatory Matters) of the License Agreement, Licensee shall file a CTA, on behalf, and in the name of Licensor, in the Territory as part of Licensor's Global Trial for the treatment of AIE with the Licensed Compound (currently identified as [***]) (the "**AIE Submission**"). Licensor shall provide Licensee with copies of material Regulatory Filings and material Regulatory Documentation related to such Clinical Trials in the United States, Japan, European Union, and United Kingdom, necessary for the Licensee to file the AIE Submission. Licensor shall reimburse Licensee for any documented costs and expenses incurred by Licensee (including internal costs) for its activities in connection with the AIE Submission in accordance with a [***] budget, to be mutually agreed in writing by the Parties.

(b) Graves' Disease Trials. Licensee, as part of Licensor's Global Trial for the treatment of graves' disease (the "**Graves Indication**") with the Licensed Compound (currently identified as [***] and [***]), will conduct two Clinical Trials for the Graves' Indication in the Territory (the "**Graves Trials**"), pursuant to the protocol to be mutually agreed in writing between the Parties (the "**Global Graves Protocols**") in accordance with Section 3.2 of the License Agreement. Licensor shall reimburse Licensee for the documented costs and expenses incurred by Licensee or its Affiliates for its activities in performance of the Graves Trials in the Territory in accordance with the Global Graves Protocol and timeline and [***] budget, to be mutually agreed in writing by the Parties (the "**Graves Budget**"). Licensee will conduct the Graves Trials in the Territory in accordance with the terms and conditions of the License Agreement, Global Graves Protocols, Graves Budget and Applicable Laws.

(c) SN-gMG and oMG Indications. Licensor acknowledges and agrees that Licensee intends to seek Regulatory Approval to Commercialize the Licensed Product for the treatment of the SN-gMG and oMG Indications in the Territory. Licensor agrees that, notwithstanding Licensee's failure to timely opt-in to the Global SN-gMG and oMG Trials and subject to the terms and conditions of Section 3.5 of the License Agreement, Licensor will cooperate to exchange with Licensee all Clinical Data and analyses resulting from the Global SN-gMG and oMG Trials that are necessary or useful to support Licensee's application for Regulatory Approval for the SN-gMG and oMG Indications in the Territory.

3. Consideration

3.1 **Additional Development Milestone Payment**. In partial consideration of the rights granted by Licensor to Licensee hereunder as set out in Section 2, Licensee shall pay Licensor a one-time, non-

refundable, non-creditable milestone payment upon the first Regulatory Approvals of a Licensed Product for both the SN-gMG and oMG Indications in the PRC of [***] (the "**Additional Milestone Payment**"). Such Additional Milestone Payment shall be made upon the later of (i) [***], and (ii) the [***] Business Day after the date on which Regulatory Approval for each of the SN-gMG Indication and the oMG Indication in the PRC is received (whichever is later).

3.2 **Additional Royalty Roll-Up**.

(a) Notwithstanding any provision to the contrary set forth in the License Agreement (as amended) and the Roll-Up Threshold, if, and for so long as, during the term, from the Addendum Effective Date (as defined in Addendum No. 2) onward, Licensee, its Affiliates and sublicensees have not achieved [***] in cumulative Net Sales for the Licensed Products in the Territory (the "**Additional Roll-Up Threshold**"), then the royalty rates set forth in Section 8.4.1 (Royalty Rates) of the License Agreement, as amended by Section 1 of the Addendum No. 2, shall be reduced by [***] percent ([***]%). Upon achievement of the Additional Roll-Up Threshold, the royalty rates set forth in Section 8.4.1 (Royalty Rates) of the License Agreement, as amended by Section 1 of the Addendum No. 2, shall be immediately and automatically, without any further action of the Parties, reinstated on the terms and conditions set forth in the License Agreement (as amended).

(b) In no event shall the royalty reductions set forth in this Section 3.1 (Additional Royalty Roll-Up) of this Addendum No. 4 modify (a) the beginning or expiration of the Royalty Term for any Licensed Product in any jurisdiction, (b) the calculation of aggregate Net Sales of Licensed Products in the Territory in a given Calendar Year for purposes of determining the applicable royalty rate tier under Section 8.4.1 (Royalty Rates) of the License Agreement (which shall include all cumulative Net Sales for the Licensed Products in the Territory prior to and upon the achievement of the Roll-Up Threshold and Additional Roll-Up Threshold), (c) Licensee's obligation to reimburse Licensor for payments owed under the [***] Agreement pursuant to Section 8.4.4(a) (Existing Licensor Agreements) of the License Agreement, (d) Licensee's obligation to provide royalty reports pursuant to Section 8.4.8 (Royalty Payments and Reports) of the License Agreement, or (e) Licensor's obligation to pay the Sales Milestone Payment upon achievement of the Roll-Up Threshold pursuant to Section 3 (Sales Milestone Payment) of Addendum No. 2.

(c) Notwithstanding anything to the contrary set forth in the License Agreement or this Addendum No. 4, (a) any failure by Licensee to timely pay the Sales Milestone Payment in accordance with Section 3 (Sales Milestone Payment) of Addendum No. 2 will be deemed a material breach of the License Agreement by Licensee under Section 13.2.1 (Material Breach) of the License Agreement, (b) subject to Section 13.2.1(b) of the License Agreement, Licensee's cure period to remedy any such material breach shall be [***] days after Licensee's receipt of a Default Notice in respect of such material breach (or such other period as may be agreed to by the Parties), and (c) in order to cure such material breach, Licensee shall be required to pay to Licensor both (i) the Sales Milestone Payment, and (ii) any interest accrued thereon in accordance with Section 8.8 (Interest on Late Payments) of the License Agreement, in each case ((i) and (ii)), by the end of such cure period.

3.3 **Additional Sales Milestone Payment**. In partial consideration of the rights granted by Licensor to Licensee hereunder on the Licensed Technology as set out in Section 7.1 (Grants to Licensee) of the License Agreement, and without limiting the payments owed by Licensee to Licensor under (i) Sections 8.2 (Development Cost-Sharing Payment), 8.3 (Development Milestone Payment), and 8.4 (Royalties) of the License Agreement, and (ii) Section 3 of Addendum No. 2 (Sales Milestone Payment), Licensee shall make to Licensor a one-time, non-refundable, non-creditable milestone payment upon achieving the Additional Roll-Up Threshold, equal to [***] (the "**Additional Sales Milestone Payment**"). Licensee will notify Licensor in writing upon the achievement of the Additional Roll-Up Threshold (the "**Achievement Notification**") concurrently with its quarterly royalty reports under Section 8.4.8 (Royalty Payments and Reports) of the License Agreement, due within [***] Business Days after the end of every Calendar Quarter. Licensee shall pay the Additional Sales Milestone Payment within [***] Business Days of such Achievement Notification.

4. Public Disclosures. The terms of Sections 10.2.1(a) and 10.4 (Public Announcements) of the License Agreement shall apply *mutatis mutandis* to either Party's (a) disclosure of this Addendum No. 4 or its

subject matter pursuant to law, regulation, or in response to a valid order of a court of competent jurisdiction or other supra-national, federal, national, regional, state, provincial, or local governmental or regulatory body of competent jurisdiction, including by reason of filing with securities regulators, or (b) issuance of any public announcement, press release, or other public disclosure regarding this Addendum No. 4 or its subject matter.

5. Miscellaneous.

5.1 Except as expressly set forth in this Addendum No. 4, the License Agreement, as amended, shall be unchanged and shall remain in full force and effect. In the event of any conflict or inconsistency between this Addendum No. 4 and the License Agreement, the terms of the License Agreement will control.

5.2 Any Confidential Information disclosed by a Party under this Addendum No. 4 will be governed by Article 10 (Confidentiality and Non-Disclosure) of the License Agreement. The terms of Article 15 (Miscellaneous) of the License Agreement will apply *mutatis mutandis* to the terms of this Addendum No. 4.

5.3 This Addendum No. 4 or the performance, enforcement, breach or termination hereof shall be interpreted, governed by and construed in accordance with the laws of the State of New York, United States, excluding any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of this Addendum No. 4 to the substantive law of another jurisdiction.

5.4 This Addendum No. 4 may be executed in two (2) or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Addendum No. 4 may be executed by facsimile or electronically transmitted signatures and such signatures shall be deemed to bind each Party hereto as if they were original signatures.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, each party has caused this Addendum No. 4 to be duly executed by its authorized representative under seal, in duplicate on the Addendum No. 4 Effective Date.

ZAI AUTO IMMUNE (HONG KONG) LIMITED

By: /s/ Dr. Shan He, Ph.D.
Name: Dr. Shan He, Ph.D.
Title: Senior Vice President, Chief Business Officer
Date: 2026-09-16

ARGENX BV

By: /s/ Karl Gubitz
Name: Karl Gubitz
Title: Chief Financial Officer
Date: 2026-09-14

By: /s/ Arjen Lemmen
Name: Arjen Lemmen
Title: Vice President Corporate Development & Strategy
Date: 2026-09-15

Solely with respect to Section 15.16 (Parent Guarantee) of the License Agreement:

ZAI LAB LIMITED

By /s/ Dr. Shan He, Ph.D.
Name: Dr. Shan He, Ph.D.
Title: Senior Vice President, Chief Business Officer
Date: 2026-09-16

Exhibit 31.1

Certification by the Principal Executive Officer
Pursuant to Exchange Act Rule 13a-14(a),
As Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Samantha (Ying) Du, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 of Zai Lab Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ Samantha (Ying) Du

Samantha (Ying) Du
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification by the Principal Financial Officer
Pursuant to Exchange Act Rule 13a-14(a),
As Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Yajing Chen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 of Zai Lab Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ Yajing Chen

Yajing Chen

Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 32.1

Certification by the Principal Executive Officer
Pursuant to 18 U.S.C. Section 1350,
As Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 of Zai Lab Limited (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Samantha (Ying) Du, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

/s/ Samantha (Ying) Du

Samantha (Ying) Du
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

Certification by the Principal Financial Officer
Pursuant to 18 U.S.C. Section 1350,
As Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 of Zai Lab Limited (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yajing Chen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2026

/s/ Yajing Chen

Yajing Chen
Chief Financial Officer
(Principal Financial and Accounting Officer)