

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



Zai Lab Limited
再鼎醫藥有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9688)

OVERSEAS REGULATORY ANNOUNCEMENT - FORM 8-K

This announcement is issued by Zai Lab Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

On July 9, 2024 (U.S. Eastern Time)/July 10, 2024 (Shanghai and Hong Kong Time), the Company filed with the U.S. Securities and Exchanges Commission (the “**SEC**”) a Form 8-K with respect to the entry into a debt facility arrangement with China Merchants Bank Co., Ltd., Shanghai Branch. For more details, please refer to the attached for the Form 8-K which has been published on the website of the SEC at www.sec.gov and our website at www.zailaboratory.com.

By order of the Board
Zai Lab Limited
Samantha Du
Director, Chairperson and Chief Executive Officer

Hong Kong, July 10, 2024

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

** For identification only*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 9, 2024

ZAI LAB LIMITED
(Exact name of registrant as specified in its charter)

Cayman Islands (State or other jurisdiction of incorporation)	001-38205 (Commission File Number)	98-1144595 (I.R.S. Employer Identification No.)
---	--	---

4560 Jinke Road Bldg. 1, Fourth Floor, Pudong Shanghai, China	201210
314 Main Street 4th Floor, Suite 100 Cambridge, MA, USA (Address of principal executive offices)	02142 (Zip Code)

+86 21 6163 2588
+1 857 706 2604
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 1.01 Entry into a Material Definitive Agreement.

Zai Lab Limited (the “Company” or “we”) identified an additional opportunity to access capital denominated in RMB through a debt facility with China Merchants Bank on favorable commercial terms to support our working capital needs in mainland China. As a result, on July 5, 2024, the Company issued a maximum-amount irrevocable letter of guarantee (the “Guarantee”) to China Merchants Bank Co., Ltd., Shanghai Branch (“CMB”) pursuant to which the Company will guarantee working capital loans of up to RMB250 million (approximately \$34.4 million) from CMB to our wholly-owned subsidiary, Zai Lab (Shanghai) Co., Ltd. (“Zai Lab Shanghai”), and Zai Lab Shanghai entered into a Credit Agreement with CMB with respect to the RMB250 million facility. The credit facility will be available for one year, and key terms of the specific working capital loans, including the amount, term, and interest rate, will be included in the specific transaction documents. The Credit Agreement contains customary representations and warranties and affirmative and restrictive covenants, including a requirement to obtain prior written consent from CMB before engaging in certain transactions that could have an adverse impact on its debt repayment ability, such as mergers, acquisitions, spin-offs, equity transfers, and other material matters such as external investments and substantial increases in debt financings.

The description of the Guarantee and Credit Agreement contained herein is qualified in its entirety by reference to the Guarantee, a copy of which is attached hereto as Exhibit 10.1, and the Credit Agreement, a copy of which is attached hereto as Exhibit 10.2, each of which is incorporated herein by reference.

To date, Zai Lab Shanghai has not entered into any working capital loans under this debt facility.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of the Registrant.

The disclosure set forth in Item 1.01 above is hereby incorporated by reference into this item.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

Exhibit No.	Description
10.1+	<u>Unofficial English Translation of Maximum-Amount Irrevocable Letter of Guarantee, dated as of July 5, 2024, issued by Zai Lab Limited to China Merchants Bank Co., Ltd., Shanghai Branch</u>
10.2+	<u>Unofficial English Translation of Credit Agreement, dated as of July 5, 2024, by and between Zai Lab (Shanghai) Co., Ltd. and China Merchants Bank Co., Ltd., Shanghai Branch</u>
104	The cover page of this report is formatted in Inline XBRL

+ 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 hereunto duly authorized.

ZAI LAB LIMITED

By: /s/ F. Ty Edmondson

Name: F. Ty Edmondson

Title: Chief Legal Officer and Corporate Secretary

Date: July 9, 2024