

*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.*



**BeiGene, Ltd.**  
**百濟神州有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 06160)**

## **RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES OF AUDIT COMMITTEE AND SCIENTIFIC ADVISORY COMMITTEE**

BeiGene, Ltd. (the “**Company**”) announces that Mr. Thomas Malley (“**Mr. Malley**”) resigned as an independent non-executive director on January 22, 2024, and Dr. Olivier Brandicourt (“**Dr. Brandicourt**”) has been appointed to the board of directors of the Company (the “**Board**”) as an independent non-executive director, effective as of January 23, 2024.

### **Resignation of Independent Non-Executive Director**

Effective as of January 22, 2024, Mr. Malley resigned from the Board. In connection with his resignation from the Board, Mr. Malley also resigned from the Audit Committee of the Board (the “**Audit Committee**”) and the Scientific Advisory Committee of the Board. Mr. Malley served as a member of the Board since 2016.

Mr. Malley resigned from the Board to devote more time to his other commitments. The decision by Mr. Malley to resign was not the result of any disagreement with respect to the operations, policies, or practices of the Company. There is no matter in respect of Mr. Malley’s resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Malley for his invaluable contribution to the Company during his tenure of office.

### **Appointment of Independent Non-Executive Director**

Effective as of January 23, 2024, the Board appointed Dr. Brandicourt as an independent non-executive director to fill the vacancy arising from the resignation of Mr. Malley. Dr. Brandicourt will serve as a Class II director until the 2024 annual general meeting of shareholders of the Company to be held in June 2024 and until his successor is duly elected and qualified, subject to his earlier resignation or removal. In connection with his appointment to the Board, effective as of January 23, 2024, Dr. Brandicourt has been appointed to serve as a member of the Audit Committee.

Set out below is the biography of Dr. Brandicourt and other information required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Dr. Brandicourt, aged 67, has served as a Senior Advisor at Blackstone Life Sciences, a private equity segment of The Blackstone Group that invests within the life science sector, since November 2019. Dr. Brandicourt currently serves on the boards of Alnylam Pharmaceuticals, Inc., a Nasdaq-listed commercial-stage biopharmaceutical company developing novel therapeutics based on RNAi; BenevolentAI S.A., a Euronext-listed clinical-stage AI-enabled drug discovery company; and Dewpoint Therapeutics, Inc., a privately held condensate biotechnology company. He also serves as chair of the board of AvenCell Therapeutics, Inc., a privately held leading clinical-stage cell therapy company focused on advancing both switchable and allogeneic engineered CAR-T cell therapies. Dr. Brandicourt has over 30 years of experience in the global pharmaceutical industry, including as a senior leader of three global pharmaceutical companies. From April 2015 to August 2019, Dr. Brandicourt served as Chief Executive Officer and a member of the board of directors of Sanofi S.A.. Prior to Sanofi, he was the Chief Executive Officer and Chair of Bayer HealthCare AG from November 2013 to March 2015. From 2000 to 2013, Dr. Brandicourt served in various operational and managerial positions at Pfizer Inc., including as a member of the Executive Leadership Team and President and General Manager of the Emerging Markets and Established Products Business Units. During his tenure at Sanofi, Dr. Brandicourt was elected Chairman of the Board of Management of the Pharmaceutical Research and Manufacturers of America in 2019 and Vice-President of the European Federation of Pharmaceutical Industries and Associations, serving from 2017 to 2019. He is an Honorary Fellow of the Royal College of Physicians in London.

Dr. Brandicourt studied medicine in Paris where he specialized in Infectious Diseases and Tropical Medicine and holds a Master’s Degree in Biology from Paris XII University and an Advanced Degree in Cellular and Immunological Pathophysiology from the Paris Descartes University.

We believe that Dr. Brandicourt’s extensive global operational, commercial and senior management experience in the healthcare sector qualifies him to serve on the Board.

There is no service contract between the Company and Dr. Brandicourt. Dr. Brandicourt will receive the same compensation and indemnification as the Company’s other independent non-executive directors, as described in the Company’s proxy statement/circular for its 2023 annual general meeting of shareholders filed with the United States Securities and Exchange Commission on April 27, 2023 and the Stock Exchange on April 28, 2023, respectively. In accordance with the Company’s Amended Independent Director Compensation Policy (the “**Policy**”) and the Second Amended and Restated 2016 Share Option and Incentive Plan (as amended, the “**2016 Plan**”), the Company will grant Dr. Brandicourt share options valued at US\$400,000, pro-rated in the first year of service, with an exercise price equal to the greater of (i) the fair market value of the Company’s ordinary shares on the date of grant and (ii) the average fair market value of the Company’s ordinary shares over the five trading days preceding the date of grant, in each case as determined in reference to the closing price of the Company’s American Depositary Shares (“**ADSs**”) on the NASDAQ Stock Market. Each ADS represents 13 ordinary shares of the Company. The share option will vest in full on the earlier of the first anniversary of date of grant or the date of the next annual general meeting of shareholders, and in full upon death, disability or the occurrence of specified events in connection with a change of control of the Company. Dr. Brandicourt will also receive annual cash compensation of US\$65,000 for his service as an independent director, and

annual cash compensation of US\$17,500 for his service as a member of the Audit Committee, each pro-rated in the first year of service, and reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of the Board and its committees. Additionally, Dr. Brandicourt will be entitled to future cash compensation and annual equity grants in accordance with the Policy and the 2016 Plan.

Except as disclosed above, Dr. Brandicourt (i) does not hold any other position in the Company or any subsidiaries of the Company; (ii) has not held in the last three years any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as of the date of this announcement.

Dr. Brandicourt has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. Except as disclosed above, there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Dr. Brandicourt that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Company would like to extend its warm welcome to Dr. Brandicourt on his new appointment.

By order of the Board  
**BeiGene, Ltd.**  
**Mr. John V. Oyler**  
*Chairman*

Hong Kong, January 23, 2024

*As of the date of this announcement, the Board of Directors of the Company consists of Mr. John V. Oyler as Chairman and Executive Director, Dr. Xiaodong Wang as Non-executive Director, and Dr. Olivier Brandicourt, Dr. Margaret Han Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Anthony C. Hooper, Mr. Ranjeev Krishana, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders and Mr. Qingqing Yi as Independent Non-executive Directors.*