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BeiGene, Ltd.

百濟神州有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 06160)

EMPLOYEE SHARE PURCHASE PLAN

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules. The Company announces that a new offering period for the 2018 Employee Share Purchase Plan commenced on March 1, 2024 and will end on August 31, 2024. Eligible employees will purchase Shares (including in the form of ADSs) at the end of the offering period using funds deducted from their payroll during the offering period.

SUMMARY OF THE 2018 EMPLOYEE SHARE PURCHASE PLAN

The 2018 Employee Share Purchase Plan allows eligible employees to purchase the Shares (including in the form of ADSs) at a 15% discount to the market price. Employees would purchase Shares at the end of an offering period using funds deducted from their payroll during the offering period. The 2018 Employee Share Purchase Plan is administered under the direction of the compensation committee of the Board.

DETAILS OF THE OFFERING PERIOD

Enrollment period: February 14, 2024 to February 29, 2024

Offering period: From March 1, 2024 to August 31, 2024

Eligibility: All employees of the Company and Designated Subsidiaries who are employed as of the first day of the applicable offering and have been employed as of the commencement of the enrollment period for such offering are eligible to participate in the 2018 ESPP, other than employees who would own 5% or more of the voting power of the Shares after exercising their rights to purchase Shares under the 2018 ESPP.

Eligible employees enroll in an offering period during the open enrollment period prior to the start of that offering period.

Number of Participants: As of the end of the enrollment period, a total of 3,714 eligible employees participated in the 2018 ESPP. Participating employees may withdraw from the participation in the 2018 ESPP at any time during the offering period.

Closing price on the first day of the offering period (being March 1, 2024):	US\$165.02 per ADS (approximately HK\$99.39 per Share)
Number of Shares to be purchased:	<p>To participate in the 2018 ESPP, an eligible employee authorizes payroll deductions in an amount not less than 1% nor greater than 10% of his or her “eligible earnings” (i.e., gross cash compensation, including regular base pay (including overtime pay and commissions, to the extent determined by the compensation committee of the Board) to a maximum of US\$25,000 per year, but excluding incentive or bonus awards, allowances and reimbursements for expenses such as relocation allowances or travel expenses, income or gain on the exercise of share options, and similar items) for each full payroll period in the offering period.</p> <p>The number of Shares purchased can only be determined after the end of offering period subject to the determination of the purchase price.</p>
Purchase price:	Shares will be purchased at a price equal to 85% of the fair market value (i.e., Nasdaq closing price) of the Shares on either the first business day of the offering period or the last business day of the offering period, whichever is lower.
Clawback mechanism:	The issuance of Shares to Participants under the 2018 ESPP are not subject to any clawback mechanism for the Company to recover but would be subject to tax withholding by the Company pursuant to the terms and conditions of the 2018 ESPP.

The Participants above are employees of the Company or Designated Subsidiary and do not fall under any of the following categories: (a) a Director, chief executive, or substantial shareholder of the Company, or an associate of any of them; (b) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (c) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the issued Shares.

There are no performance targets attached to the participation in the 2018 ESPP. The compensation committee of the Board is of the view that the grant of Shares under 2018 ESPP to the Participants without performance targets and without a clawback mechanism are market competitive, consistent with the Company’s customary practice, and align with the purpose of the 2018 ESPP.

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to any of the Participants to facilitate the purchase of Shares under the 2018 ESPP.

As of March 1, 2024, 1,941,075 Shares were available for grant under the 2018 ESPP. The aforementioned figure has not taken into account Shares to be purchased pursuant to the offering period from March 1, 2024 to August 31, 2024, as the relevant number of Shares cannot be determined as at the date of this announcement.

REASONS FOR AND BENEFITS OF THE GRANTS

The Company believes it is in the best interests of the Company and its shareholders to continue to provide the Company's employees with the opportunity to acquire an ownership interest in the Company through their participation in the 2018 ESPP, encouraging them to remain in our employ and more closely aligning their interests with those of our shareholders.

DEFINITIONS

“2018 Employee Share Purchase Plan” or “2018 ESPP”	the Third Amended and Restated 2018 Employee Share Purchase Plan most recently amended on June 16, 2021 (effective as of September 1, 2021)
“ADS(s)”	American Depositary Shares (each representing 13 Shares)
“associate”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Company”	BeiGene, Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands on October 28, 2010 and listed on the Stock Exchange (Stock Code: 06160), Nasdaq (Trading Symbol: BGNE) and Shanghai Stock Exchange STAR Market (Stock Code: 688235)
“Designated Subsidiary(ies)”	the subsidiary of the Company that has been designated by the administrator of the 2018 ESPP to participate in the 2018 ESPP
“Director(s)”	director(s) of the Company
“Participant(s)”	the employee(s) of the Company and Designated Subsidiaries who are eligible to participate in the 2018 ESPP
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nasdaq”	The Nasdaq Global Select Market
“PRC”	the People's Republic of China
“Share(s)”	ordinary shares in the issued capital of the Company with a nominal value of US\$0.0001

“Stock Exchange”

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“subsidiary(ies)”

has the same meaning ascribed to it under the Listing Rules

For the purpose of this announcement and for illustrative purpose only, conversions of US\$ to HK\$ are based on the exchange rate of US\$1.00 = HK\$7.83. No representation is made that any amounts in HK\$ or US\$ can be or could have been converted at the relevant dates at the above rate or at any other rates or at all.

By order of the Board

BeiGene, Ltd.

Mr. John V. Oyler

Chairman

Hong Kong, March 13, 2024

As at 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.