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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)

CONNECTED TRANSACTION PROPOSED GRANTS OF RESTRICTED SHARE UNITS AND PERFORMANCE SHARE UNITS TO DIRECTORS

The Company announces that the Board has resolved to make the following Proposed RSU and PSU Grants under the 2016 Plan, subject to acceptance and approval of the Independent Shareholders at the AGM:

- RSUs with a grant date fair value of US\$6,000,000 to Mr. Oyler;
- PSUs with a grant date fair value of US\$6,000,000 to Mr. Oyler;
- RSUs with a grant date fair value of US\$1,333,333 to Dr. Wang; and
- RSUs with a grant date fair value of US\$200,000 to each of the independent non-executive Directors, namely, Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi.

Mr. Oyler, Dr. Wang, Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi are directors of the Company. Therefore, they are connected persons of the Company, and the Proposed RSU and PSU Grants and transactions contemplated therein constitute non-exempt connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to reporting, announcement and the Independent Shareholders' approval requirements.

The Company has established the Independent Board Committees to advise the Independent Shareholders on the Proposed RSU and PSU Grants and any transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committees and the Independent Shareholders on the Proposed RSU and PSU Grants and any transactions contemplated thereunder.

Ordinary resolutions will be proposed at the AGM to approve the Proposed RSU and PSU Grants, and any transactions contemplated thereunder (including the allotment and issue of any new Shares thereunder). A proxy statement/circular containing, among other things, details of the Proposed RSU and PSU Grants, letters from the Independent Board Committees, and a letter from the Independent Financial Adviser, together with the notice convening the AGM, will be dispatched to the Shareholders in due course.

PROPOSED RSU GRANT TO MR. OYLER

The Board has resolved to grant RSUs with a grant date fair value of US\$6,000,000 to Mr. Oyler (the “**Proposed RSU Grant to Mr. Oyler**”) on the date of the AGM (i.e., June 5, 2024), subject to acceptance and approval of the Independent Shareholders at the AGM.

Details of the Proposed RSU Grant to Mr. Oyler

Details of the Proposed RSU Grant to Mr. Oyler are as follows:

Date of the Proposed RSU Grant to Mr. Oyler:	June 5, 2024
Date of the Board proposal on the Proposed RSU Grant to Mr. Oyler:	April 15, 2024
Consideration for the Proposed RSU Grant to Mr. Oyler:	Nil
Closing price of the ADSs on date of the Board proposal on the Proposed RSU Grant to Mr. Oyler:	US\$138.40
Entitlement:	Each of the RSUs granted represents the right to receive one ordinary share on the date it vests.
Vesting period:	25% of the ordinary shares shall vest on each anniversary of the grant date, subject to continued service; provided, however, that upon a termination without cause or for good reason as defined in Mr. Oyler’s employment agreement, the RSUs shall become vested as if he had remained employed for an additional 20 months; provided further that the RSUs shall become fully vested for underlying shares upon a change in control of the Company or death or disability.

The RSUs do not have performance targets but are subject to the Company’s clawback policy. The Compensation Committee believes that including a portion of time-based incentives in executive compensation, such as the Proposed RSU Grant to Mr. Oyler, encourages executives to focus on long-term Company performance and better aligns the executives’ interests with that of Shareholders while promoting retention. Furthermore, the Compensation Committee believes that the Proposed RSU Grant to Mr. Oyler without performance targets is market competitive, consistent with the Company’s remuneration policy and aligns with the purpose of the 2016 Plan.

Subject to the Independent Shareholders' approval of the Proposed RSU Grant to Mr. Oyler at the AGM and using the Assumed Grant Date Price, for indicative purposes, the estimated maximum number of Shares that may be issued to Mr. Oyler under the Proposed RSU Grant to Mr. Oyler would be 552,006 Shares (the "**indicative number of Oyler RSUs**"), representing approximately 0.04% of the total number of issued Shares and 0.04% of the enlarged total issued Shares (excluding the Proposed PSU Grant to Mr. Oyler, the Proposed RSU Grant to Dr. Wang and the Proposed RSU Grants to INEDs) as of the date of this announcement; and Mr. Oyler's total interests in the Shares or underlying Shares after the Proposed RSU Grant to Mr. Oyler would be 74,781,032 Shares, representing approximately 5.50% of the total issued Shares and 5.50% of the enlarged total issued Shares (excluding the Proposed PSU Grant to Mr. Oyler, the Proposed RSU Grant to Dr. Wang and the Proposed RSU Grants to INEDs) as of the date of this announcement pursuant to Divisions 7 and 8 of Part XV of the SFO.

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to Mr. Oyler to facilitate the purchase of Shares under the 2016 Plan.

Market Value

Based on the indicative number of Oyler RSUs and the closing price of US\$141.30 per ADS of the Company on Nasdaq (or US\$10.87 per ordinary share) on April 12, 2024, the market value of the RSUs underlying the Proposed RSU Grant to Mr. Oyler amounts to approximately US\$6.0 million (approximately HK\$47.04 million).

Reasons for and Benefits of the Proposed RSU Grant to Mr. Oyler

The Proposed RSU Grant to Mr. Oyler is part of the Company's compensation program for employees, including executive officers. The purpose of such grant is to encourage executives and other employees to focus on long-term company performance and align their interests with Shareholders, promote retention and reward outstanding company and individual performance. The Proposed RSU Grant to Mr. Oyler aims to provide sufficient incentive to retain and motivate Mr. Oyler to participate in the formulation of strategy and long-term development of the Company and to recognize his contribution to the growth of the Company.

In this regard, the Directors (including independent non-executive Directors but excluding Mr. Oyler) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Mr. Oyler are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Listing Rules Implications

Mr. Oyler is the chief executive officer of the Company, chairman of the Board and an executive Director. Therefore, he is a connected person of the Company, and the Proposed RSU Grant to Mr. Oyler and the transactions contemplated therein constitute non-exempt connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to reporting, announcement and the Independent Shareholders' approval requirements.

Pursuant to Chapter 14A of the Listing Rules, each of Mr. Oyler and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Mr. Oyler and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Mr. Oyler and his associates is not interested in any shares except Mr. Oyler's interest in a total of 74,229,026 Shares or underlying Shares, representing approximately 5.46% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Mr. Oyler and transactions contemplated therein. Accordingly, except for Mr. Oyler and any trustee, manager and director of the entities associated with him, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Mr. Oyler and transactions contemplated therein.

No independent non-executive Directors are considered to be interested in this grant and therefore none of them abstained from voting on the relevant Board resolution.

The Company has established the Independent Board Committee to advise the Independent Shareholders on the Proposed RSU Grant to Mr. Oyler and any transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the Proposed RSU Grant to Mr. Oyler and any transactions contemplated thereunder.

PROPOSED PSU GRANT TO MR. OYLER

The Board has resolved to grant PSUs with a grant date fair value of US\$6,000,000 to Mr. Oyler (the "**Proposed PSU Grant to Mr. Oyler**") on the date of the AGM (i.e., June 5, 2024), subject to acceptance and approval of the Independent Shareholders at the AGM.

Details of the Proposed PSU Grant to Mr. Oyler

Details of the Proposed PSU Grant to Mr. Oyler are as follows:

Date of the Proposed PSU Grant to Mr. Oyler:	June 5, 2024
Date of the Board proposal on the Proposed PSU Grant to Mr. Oyler:	April 15, 2024
Consideration for the Proposed PSU Grant to Mr. Oyler:	Nil
Closing price of the ADSs on date of the Board proposal on the Proposed PSU Grant to Mr. Oyler:	US\$138.40
Entitlement:	Each of the PSUs granted represents the right to receive one ordinary share to the extent the performance metric is met and all vesting criteria are achieved (e.g., continued employment).

Performance metric:	Performance metric used is yearly total revenue, with potential payout of 0-200% of target based on performance versus pre-set revenue goals for each of three equally-weighted one-year periods.
Vesting period:	The ordinary shares shall cliff vest at the end of the three-year performance period once the total revenue number for the third year is finalized to the extent the performance metrics are met, subject to continued service; provided, however, that upon a termination without cause or for good reason as defined in Mr. Oyler's employment agreement, the PSUs with completed performance periods shall become vested and paid out based on actual performance while the awards for incomplete years will be paid out at target as if he had remained employed for an additional 20 months; provided further that the PSUs shall become fully vested for underlying shares upon a change in control of the Company or death or disability pursuant to the same formula.

The PSUs are subject to the Company's clawback policy. The Compensation Committee believes that including a portion of performance-based incentives in executive compensation, such as the Proposed PSU Grant to Mr. Oyler, furthers the Company's pay-for-performance philosophy to both incentivize and reward Mr. Oyler by providing goals that are quantifiable with objective criteria. The Proposed PSU Grant to Mr. Oyler aims to closely align pay with company performance and ultimately Shareholder interests. Furthermore, the Compensation Committee believes that the Proposed PSU Grant to Mr. Oyler is market competitive, consistent with the Company's remuneration policy and aligns with the purpose of the 2016 Plan.

Subject to the Independent Shareholders' approval of the Proposed PSU Grant to Mr. Oyler at the AGM and using the Assumed Grant Date Price, for indicative purposes, the estimated number of Shares that may be issued to Mr. Oyler under the Proposed PSU Grant to Mr. Oyler upon target vesting of 100% would be 552,006 Shares (the "**indicative number of Oyler PSUs**") (1,104,012 Shares upon maximum vesting of 200%), representing approximately 0.04% of the total number of issued Shares and 0.04% of the enlarged total issued Shares (excluding the Proposed RSU Grant to Mr. Oyler, the Proposed RSU Grant to Dr. Wang and the Proposed RSU Grants to INEDs) as of the date of this announcement; and Mr. Oyler's total interests in the Shares or underlying Shares after the Proposed PSU Grant to Mr. Oyler would be 74,781,032 Shares, representing approximately 5.50% of the total issued Shares and 5.50% of the enlarged total issued Shares (excluding the Proposed RSU Grant to Mr. Oyler, the Proposed RSU Grant to Dr. Wang and the Proposed RSU Grants to INEDs) as of the date of this announcement pursuant to Divisions 7 and 8 of Part XV of the SFO.

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to Mr. Oyler to facilitate the purchase of Shares under the 2016 Plan.

Market Value

Based on the indicative number of Oyler PSUs and the closing price of US\$141.30 per ADS of the Company on Nasdaq (or US\$10.87 per ordinary share) on April 12, 2024, the market value of the PSUs underlying the Proposed PSU Grant to Mr. Oyler amounts to approximately US\$6.0 million (approximately HK\$47.04 million).

Reasons for and Benefits of the Proposed PSU Grant to Mr. Oyler

The Proposed PSU Grant to Mr. Oyler is part of the Company's compensation program for employees with the title of senior vice president or above, including executive officers. The purpose of such grant is to further the Company's pay-for-performance philosophy and to both incentivize and reward Mr. Oyler by providing goals that are quantifiable with objective criteria. The Proposed PSU Grant to Mr. Oyler aims to closely align pay with company performance and ultimately Shareholder interests.

In this regard, the Directors (including independent non-executive Directors but excluding Mr. Oyler) and the Compensation Committee consider that the terms of the Proposed PSU Grant to Mr. Oyler are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Listing Rules Implications

Mr. Oyler is the chief executive officer of the Company, chairman of the Board and an executive Director. Therefore, he is a connected person of the Company, and the Proposed PSU Grant to Mr. Oyler and the transactions contemplated therein constitute non-exempt connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to reporting, announcement and the Independent Shareholders' approval requirements.

Pursuant to Chapter 14A of the Listing Rules, each of Mr. Oyler and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed PSU Grant to Mr. Oyler and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Mr. Oyler and his associates is not interested in any shares except Mr. Oyler's interest in a total of 74,229,026 Shares or underlying Shares, representing approximately 5.46% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed PSU Grant to Mr. Oyler and transactions contemplated therein. Accordingly, except for Mr. Oyler and any trustee, manager and director of the entities associated with him, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed PSU Grant to Mr. Oyler and transactions contemplated therein.

No independent non-executive Directors are considered to be interested in this grant and therefore none of them abstained from voting on the relevant Board resolution.

The Company has established the Independent Board Committee to advise the Independent Shareholders on the Proposed PSU Grant to Mr. Oyler and any transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the Proposed PSU Grant to Mr. Oyler and any transactions contemplated thereunder.

PROPOSED RSU GRANT TO DR. WANG

The Board announces that it has resolved to grant RSUs with a grant date fair value of US\$1,333,333 to Dr. Wang (the “**Proposed RSU Grant to Dr. Wang**”) on the date of the AGM (i.e., June 5, 2024), subject to acceptance and approval of the Independent Shareholders at the AGM.

Details of the Proposed RSU Grant to Dr. Wang

Details of the Proposed RSU Grant to Dr. Wang are as follows:

Date of the Proposed RSU Grant to Dr. Wang:	June 5, 2024
Date of the Board proposal on the Proposed RSU Grant to Dr. Wang:	April 15, 2024
Consideration for the Proposed RSU Grant to Dr. Wang:	Nil
Closing price of the ADSs on date of the Board proposal on the Proposed RSU Grant to Dr. Wang:	US\$138.40
Entitlement:	Each of the RSUs granted represents the right to receive one ordinary share on the date it vests.
Vesting period:	25% of the ordinary shares shall vest on each anniversary of the grant date, subject to continued service; provided that the RSUs shall become fully vested for underlying shares upon death or disability.

The RSUs do not have performance targets or a clawback mechanism. The Compensation Committee believes that including a portion of time-based incentives in Dr. Wang’s compensation encourages him to focus on long-term Company performance and better aligns his interests with that of Shareholders while promoting retention. Furthermore, the Compensation Committee believes that the Proposed RSU Grant to Dr. Wang without performance targets or a clawback mechanism is market competitive, consistent with the Company’s remuneration policy and aligns with the purpose of the 2016 Plan.

Subject to the Independent Shareholders’ approval of the Proposed RSU Grant to Dr. Wang at the AGM and using the Assumed Grant Date Price, for indicative purposes, the estimated maximum number of Shares that may be issued to Dr. Wang under the Proposed RSU Grant to Dr. Wang would be 122,668 Shares (the “**indicative number of Wang RSUs**”), representing approximately 0.009% of the total number of issued Shares and 0.009% of the enlarged total issued Shares (excluding the Proposed RSU Grant to Mr. Oyler, the Proposed PSU Grant to Mr. Oyler and the Proposed RSU Grants to INEDs) as of the date of this announcement; and Dr. Wang’s total interests in the Shares or underlying Shares after the Proposed RSU Grant to Dr. Wang would be 20,436,661 Shares, representing approximately 1.50% of the total issued Shares and 1.50% of the enlarged total issued Shares (excluding the Proposed RSU Grant to Mr. Oyler, the Proposed PSU Grant to Mr. Oyler and the Proposed RSU Grants to INEDs) as of the date of this announcement pursuant to Divisions 7 and 8 of Part XV of the SFO.

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to Dr. Wang to facilitate the purchase of Shares under the 2016 Plan.

Market Value

Based on the indicative number of Wang RSUs and the closing price of US\$141.30 per ADS of the Company on Nasdaq (or US\$10.87 per ordinary share) on April 12, 2024, the market value of the RSUs underlying the Proposed RSU Grant to Dr. Wang amounts to approximately US\$1.33 million (approximately HK\$10.45 million).

Reasons for and Benefits of the Proposed RSU Grant to Dr. Wang

The Proposed RSU Grant to Dr. Wang is part of the Company's compensation package for Dr. Wang to serve as Chair of the Company's Scientific Advisory Board. Dr. Wang's consulting services include leading the Scientific Advisory Board and providing short- and long-term strategic advice to the Company in his areas of expertise, participating in the Company's leadership team meetings from time to time, and interacting with key stakeholders on behalf of the Company. Through these and other contributions, Dr. Wang has helped us make significant progress on our research, development and business goals. The Proposed RSU Grant to Dr. Wang aims to provide sufficient incentive to retain and motivate Dr. Wang to participate in the formulation of strategy and long-term development of the Company and to recognize his contribution to the growth of the Company.

In this regard, the Directors (including independent non-executive Directors but excluding Dr. Wang) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Dr. Wang are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Listing Rules Implications

Dr. Wang is a non-executive Director. Therefore, he is a connected person of the Company, and the Proposed RSU Grant to Dr. Wang and transactions contemplated therein constitute non-exempt connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to reporting, announcement and the Independent Shareholders' approval requirements.

Pursuant to Chapter 14A of the Listing Rules, each of Dr. Wang and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Dr. Wang and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Dr. Wang and his associates is not interested in any Shares except Dr. Wang's interest in a total of 20,313,993 Shares or underlying Shares, representing approximately 1.49% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Dr. Wang and transactions contemplated therein. Accordingly, except for Dr. Wang and any trustee and manager of the entities affiliated with him, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Dr. Wang and transactions contemplated therein.

No independent non-executive Directors are considered to be interested in this grant and therefore none of them abstained from voting on the relevant Board resolution.

The Company has established the Independent Board Committee to advise the Independent Shareholders on the Proposed RSU Grant to Dr. Wang and any transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the Proposed RSU Grant to Dr. Wang and any transactions contemplated thereunder.

PROPOSED RSU GRANTS TO INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that it has resolved to, as provided under the Company's Independent Director Compensation Policy, grant RSUs with a grant date fair value of US\$200,000 to each of the independent non-executive Directors, namely, Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi (respectively, the “**Proposed RSU Grant to Dr. Brandicourt**”, “**Proposed RSU Grant to Dr. Dugan**”, “**Proposed RSU Grant to Mr. Glazer**”, “**Proposed RSU Grant to Mr. Goller**”, “**Proposed RSU Grant to Mr. Hooper**”, “**Proposed RSU Grant to Mr. Krishana**”, “**Proposed RSU Grant to Dr. Riva**”, “**Proposed RSU Grant to Dr. Sanders**” and “**Proposed RSU Grant to Mr. Yi**”, and together, the “**Proposed RSU Grants to INEDs**”) on the date of the AGM (i.e. June 5, 2024), subject to acceptance and approval of the Independent Shareholders at the AGM.

Details of the Proposed RSU Grants to INEDs

Details of the Proposed RSU Grants to INEDs are as follows:

Date of the Proposed RSU Grants to INEDs:	June 5, 2024
Date of the Board proposal on the Proposed RSU Grant to INEDs:	April 15, 2024
Consideration for the Proposed RSU Grants to INEDs:	Nil
Closing price of the ADSs on date of the Board proposal on the Proposed RSU Grants to INEDs:	US\$138.40
Entitlement:	Each of the RSUs granted represents the right to receive one ordinary share on the date it vests.

Vesting period:

- 100% of the ordinary shares shall vest upon the earlier to occur of the first anniversary of the grant date or the date of the next annual general meeting of shareholders; provided, however, that all vesting shall cease if the Director resigns from the Board or otherwise ceases to serve as a Director other than as set forth below or the Board determines that the circumstances warrant continuation of vesting. Unvested RSUs shall accelerate in full upon (i) death, (ii) disability, (iii) termination of service in connection with a change of control of the Company, or (iv) upon a change of control of the Company if the Director's service continues and the awards are not assumed by the acquiror at the time of the change of control. Subject to specific terms and conditions designed for compliance with applicable tax and other regulations, a Director generally may elect to defer settlement of their RSUs until six months following the date that the Director ceases to serve as a Director;
- notwithstanding the above, the number of RSUs to be vested on the vesting date shall not cause the total number of Shares held legally or beneficially by each of the independent non-executive Directors, together with the total number of Shares which may be issued to each of them or their nominee upon the exercise of any outstanding share options, convertible securities and other rights (whether contractual or otherwise) to call for the issue of Shares, to exceed 1% of the total number of issued Shares at the vesting date after their vesting and issuance (the "**1% threshold**"); and
- if the number of RSUs to be vested on the vesting date would cause the total number of Shares held legally or beneficially by each of the independent non-executive Directors, together with the total number of Shares which may be issued to each of them or their nominee upon the exercise of any outstanding share options, convertible securities and other rights (whether contractual or otherwise) to call for the issue of Shares, to exceed the 1% threshold, the final number of RSUs to be vested on the vesting date shall be the maximum number of Shares that may be issued to the relevant grantee while keeping their respective shareholding below the 1% threshold.

The vesting period of the above RSUs granted to the INEDs may be less than 12 months. The Compensation Committee is of the view that such arrangement aligns with the purpose of the Company's Independent Director Compensation Policy and the 2016 Plan as the RSUs aim to retain and motivate the INEDs to provide their opinion and judgment to the Board in building the strategy and long-term development of the Company.

The RSUs do not have performance targets or a clawback mechanism. The Compensation Committee believes that including a portion of time-based incentives in director compensation, such as the Proposed RSU Grants to INEDs, encourages Directors to focus on long-term Company performance and better aligns the Directors' interests with that of Shareholders while promoting retention. Furthermore, the Compensation Committee believes that the Proposed RSU Grants to INEDs without performance targets or a clawback mechanism are market competitive, consistent with the Company's remuneration policy and align with the purpose of the 2016 Plan.

Subject to the Independent Shareholders' approval of the Proposed RSU Grants to INEDs at the AGM and using the Assumed Grant Date Price, for indicative purposes, the estimated maximum number of Shares that may be issued to each of Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi under the Proposed RSU Grants to INEDs would be 18,395 Shares (the "**indicative number of INEDs RSUs**"), representing approximately 0.001% of the total number of issued Shares and 0.001% of the enlarged total issued Shares (excluding the Proposed RSU Grant to Mr. Oyler, the Proposed PSU Grant to Mr. Oyler and the Proposed RSU Grant to Dr. Wang) as of the date of this announcement; and Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi's total interests in the Shares or underlying Shares after the Proposed RSU Grants to INEDs would be 46,189, 132,210, 3,127,054, 471,627, 202,280, 471,627, 132,210, 154,895, 454,545 Shares, respectively, representing approximately 0.003%, 0.01%, 0.23%, 0.03%, 0.01%, 0.03%, 0.01%, 0.01% and 0.03%, respectively, of the total issued Shares and 0.003%, 0.01%, 0.23%, 0.03%, 0.01%, 0.03%, 0.01%, 0.01% and 0.03%, respectively, of the enlarged total issued Shares (excluding the Proposed RSU Grant to Mr. Oyler, the Proposed PSU Grant to Mr. Oyler and the Proposed RSU Grant to Dr. Wang) as of the date of this announcement pursuant to Divisions 7 and 8 of Part XV of the SFO.

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the INEDs to facilitate the purchase of Shares under the 2016 Plan.

Market Value

Based on the indicative number of INEDs RSUs and the closing price of US\$141.30 per ADS of the Company on Nasdaq (or US\$10.87 per ordinary share) on April 12, 2024, the market value of each of the RSUs underlying the Proposed RSU Grants to INEDs amounts to approximately US\$200,000 (approximately HK\$1.57 million).

Reasons for and Benefits of the Proposed RSU Grants to INEDs

The Proposed RSU Grants to INEDs are part of the Company's compensation package to the independent non-executive Directors under the Company's Independent Director Compensation Policy. The Proposed RSU Grants to INEDs aim to retain and motivate the independent non-executive Directors to continue to provide their opinion and judgment to the Board in building the strategy and long-term development of the Company.

In this regard, (i) the Directors (including independent non-executive Directors but excluding Dr. Brandicourt) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Dr. Brandicourt are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; (ii) the Directors (including independent non-executive Directors but excluding Dr. Dugan) and the Compensation Committee (excluding Dr. Dugan) consider that the terms of the Proposed RSU Grant to Dr. Dugan are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; (iii) the Directors (including independent non-executive Directors but excluding Mr. Glazer) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Mr. Glazer are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; (iv) the Directors (including independent non-executive Directors but excluding Mr. Goller) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Mr. Goller are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; (v) the Directors (including independent non-executive Directors but excluding Mr. Hooper) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Mr. Hooper are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; (vi) the Directors (including independent non-executive Directors but excluding Mr. Krishana) and the Compensation Committee (excluding Mr. Krishana) consider that the terms of the Proposed RSU Grant to Mr. Krishana are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; (vii) the Directors (including independent non-executive Directors but excluding Dr. Riva) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Dr. Riva are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; (viii) the Directors (including independent non-executive Directors but excluding Dr. Sanders) and the Compensation Committee consider that the terms of the Proposed RSU Grant to Dr. Sanders are fair and reasonable and in the best interests of the Company and the Shareholders as a whole; and (ix) the Directors (including independent non-executive Directors but excluding Mr. Yi) and the Compensation Committee (excluding Mr. Yi) consider that the terms of the Proposed RSU Grant to Mr. Yi are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Listing Rules Implications

Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi are independent non-executive Directors. Therefore, they are connected persons of the Company, and each of the Proposed RSU Grants to INEDs and transactions contemplated therein constitute non-exempt connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to reporting, announcement and the Independent Shareholders' approval requirements.

Pursuant to Chapter 14A of the Listing Rules, each of Dr. Brandicourt and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Dr. Brandicourt and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Dr. Brandicourt and his associates is not interested in any shares except Dr. Brandicourt's interest in a total of 27,794 Shares or underlying Shares, representing approximately 0.002% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Dr. Brandicourt and transactions contemplated therein. Accordingly, except for Dr. Brandicourt, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Dr. Brandicourt and transactions contemplated therein.

Dr. Brandicourt did not vote on the Board resolutions approving the Proposed RSU Grant to Dr. Brandicourt. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Dr. Brandicourt abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Dr. Dugan and her associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Dr. Dugan and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Dr. Dugan and her associates is not interested in any shares except Dr. Dugan's interest in a total of 113,815 Shares or underlying Shares, representing approximately 0.008% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Dr. Dugan and transactions contemplated therein. Accordingly, except for Dr. Dugan, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Dr. Dugan and transactions contemplated therein.

Dr. Dugan did not vote on the Board resolutions approving the Proposed RSU Grant to Dr. Dugan. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Dr. Dugan abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Mr. Glazer and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Mr. Glazer and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Mr. Glazer and his associates is not interested in any shares except Mr. Glazer's interest in a total of 3,108,659 Shares or underlying Shares, representing approximately 0.23% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Mr. Glazer and transactions contemplated therein. Accordingly, except for Mr. Glazer, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Mr. Glazer and transactions contemplated therein.

Mr. Glazer did not vote on the Board resolutions approving the Proposed RSU Grant to Mr. Glazer. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Mr. Glazer abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Mr. Goller and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Mr. Goller and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Mr. Goller and his associates is not interested in any Shares except Mr. Goller's interest in a total of 453,232 Shares or underlying Shares, representing approximately 0.03% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Mr. Goller and transactions contemplated therein. Accordingly, except for Mr. Goller, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Mr. Goller and transactions contemplated therein.

Mr. Goller did not vote on the Board resolutions approving the Proposed RSU Grant to Mr. Goller. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Mr. Goller abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Mr. Hooper and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Mr. Hooper and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Mr. Hooper and his associates is not interested in any Shares except Mr. Hooper's interest in a total of 183,885 Shares or underlying Shares, representing approximately 0.01% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Mr. Hooper and transactions contemplated therein. Accordingly, except for Mr. Hooper, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Mr. Hooper and transactions contemplated therein.

Mr. Hooper did not vote on the Board resolutions approving the Proposed RSU Grant to Mr. Hooper. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Mr. Hooper abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Mr. Krishana and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Mr. Krishana and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Mr. Krishana and his associates is not interested in any Shares except Mr. Krishana's interest in a total of 453,232 Shares or underlying Shares, representing approximately 0.03% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Mr. Krishana and transactions contemplated therein. Accordingly, except for Mr. Krishana, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Mr. Krishana and transactions contemplated therein.

Mr. Krishana did not vote on the Board resolutions approving the Proposed RSU Grant to Mr. Krishana. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Mr. Krishana abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Dr. Riva and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Dr. Riva and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Dr. Riva and his associates is not interested in any shares except Dr. Riva's interest in a total of 113,815 Shares or underlying Shares, representing approximately 0.008% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Dr. Riva and transactions contemplated therein. Accordingly, except for Dr. Riva, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Dr. Riva and transactions contemplated therein.

Dr. Riva did not vote on the Board resolutions approving the Proposed RSU Grant to Dr. Riva. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Dr. Riva abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Dr. Sanders and her associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Dr. Sanders and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Dr. Sanders and her associates is not interested in any shares except Dr. Sanders' interest in a total of 136,500 Shares or underlying Shares, representing approximately 0.01% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Dr. Sanders and transactions contemplated therein. Accordingly, except for Dr. Sanders, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Dr. Sanders and transactions contemplated therein.

Dr. Sanders did not vote on the Board resolutions approving the Proposed RSU Grant to Dr. Sanders. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Dr. Sanders abstained from voting on the relevant Board resolution.

Pursuant to Chapter 14A of the Listing Rules, each of Mr. Yi and his associates is required to abstain from voting on the resolution at the AGM to approve the Proposed RSU Grant to Mr. Yi and transactions contemplated therein. To the best of the Directors' knowledge, information and belief: (i) each of Mr. Yi and his associates is not interested in any shares except Mr. Yi's interest in a total of 436,150 Shares or underlying Shares, representing approximately 0.03% of total number of issued Shares as of the date of this announcement, as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; and (ii) there are no other Shareholders having any material interest in the Proposed RSU Grant to Mr. Yi and transactions contemplated therein. Accordingly, except for Mr. Yi, no Shareholders are required under the Listing Rules to abstain from voting at the AGM on the resolution approving the Proposed RSU Grant to Mr. Yi and transactions contemplated therein.

Mr. Yi did not vote on the Board resolutions approving the Proposed RSU Grant to Mr. Yi. No other independent non-executive Director is considered to be interested in this grant and therefore none of them other than Mr. Yi abstained from voting on the relevant Board resolution.

The Company has established the Independent Board Committees for the Proposed RSU Grants to INEDs to advise the Independent Shareholders on the Proposed RSU Grants to INEDs and any transactions contemplated thereunder. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committees for the Proposed RSU Grants to INEDs and the Independent Shareholders on the Proposed RSU Grants to INEDs and any transactions contemplated thereunder.

The Board does not consider that the Proposed RSU Grants to the INEDs would affect or hinder the independence of each of the independent non-executive Directors pursuant to Rule 3.13(1) of the Listing Rules.

FINAL NUMBER OF RSUS AND PSUS UNDER THE PROPOSED RSU AND PSU GRANTS

The final number of RSUs and PSUs under each Proposed RSU and PSU Grant, which, for the avoidance of doubt, may be higher or lower than the indicative number of Oyler RSUs, the indicative number of Oyler PSUs, the indicative number of Wang RSUs or the indicative number of independent non-executive Director RSUs (as the case may be), shall be calculated by dividing the grant date fair value by the closing price of the ADSs on Nasdaq as divided by 13 or the accounting date fair value on the actual grant date which shall be the date of the AGM. The Company will make further announcement on (i) the final number of RSUs and PSUs under each Proposed RSU and PSU Grant and (ii) the number of underlying Shares available for future grants under the 2016 Plan on the actual grant date which shall be the date of the AGM pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

ARRANGEMENTS FOR ORDINARY RESOLUTIONS

Ordinary resolutions will be proposed at the AGM to approve the Proposed RSU Grant to Mr. Oyler, the Proposed PSU Grant to Mr. Oyler, the Proposed RSU Grant to Dr. Wang, the Proposed RSU Grants to INEDs, and any transactions contemplated thereunder (including the allotment and issue of any new Shares thereunder). A proxy statement/circular containing, among other things, details of such proposals, a letter from the Independent Board Committee, letters from the Independent Board Committees for the Proposed RSU Grants to INEDs, and a letter from the Independent Financial Adviser, together with the notice convening the AGM, will be published and/or dispatched to the Shareholders in due course.

If the approval of the Independent Shareholders is not obtained at the AGM, each relevant Proposed RSU Grant shall be replaced by a share option grant with the same grant date fair value in accordance with Chapter 17 of the Listing Rules.

INFORMATION ABOUT THE COMPANY

The Company is a global oncology company that is discovering and developing innovative treatments that are more affordable and accessible to cancer patients worldwide. The Company currently has three approved medicines that were internally discovered and developed, including BRUKINSA[®] (zanubrutinib), a small molecule inhibitor of Bruton's Tyrosine Kinase for the treatment of various blood cancers; TEVIMBRA[®] (tislelizumab), an anti-PD-1 antibody immunotherapy for the treatment of various solid tumor and blood cancers; and PARTRUVIX[®]

(pamiparib), a selective small molecule inhibitor of PARP1 and PARP2. The Company has obtained approvals to market BRUKINSA in the United States, China, the European Union, the United Kingdom, Canada, Australia and additional international markets; TEVIMBRA in the United States, European Union and China, and PARTRUVIX in China. By leveraging its strong commercial capabilities, the Company has in-licensed the rights to distribute an additional 14 approved medicines for the China market. Supported by its global clinical development and commercial capabilities, the Company has entered into collaborations with world-leading biopharmaceutical companies such as Amgen Inc. and Beijing Novartis Pharma Co., Ltd. to develop and commercialize innovative medicines.

DEFINITIONS

“2016 Plan”	the Second Amended and Restated 2016 Share Option and Incentive Plan approved by the shareholders of the Company on December 7, 2018, as amended from time to time, the principal terms of which were set out in the Company’s Proxy Statement/ Circular dated April 29, 2022
“ADS(s)”	American Depositary Shares (each representing 13 ordinary shares of the Company)
“AGM”	the 2024 annual general meeting of the Company to be held on Wednesday, June 5, 2024
“associate”	has the same meaning ascribed to it under the Listing Rules
“Assumed Grant Date Price”	the closing price of US\$141.30 per ADS of the Company on Nasdaq (or US\$10.87 per ordinary share) on April 12, 2024
“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 STAR Market of Shanghai Stock Exchange (Stock Code: 688235)
“Compensation Committee”	the Compensation Committee of the Board
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Dr. Brandicourt”	Dr. Olivier Brandicourt, an independent non-executive Director
“Dr. Dugan”	Dr. Margaret Han Dugan, an independent non-executive Director
“Dr. Riva”	Dr. Alessandro Riva, an independent non-executive Director

“Dr. Sanders”	Dr. Corazon (Corsee) Sanders, an independent non-executive Director
“Dr. Wang”	Dr. Xiaodong Wang, a non-executive Director
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board comprising all independent non-executive Directors, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grants to Mr. Oyler and Dr. Wang and the Proposed PSU Grant to Mr. Oyler
“Independent Board Committees”	the Independent Board Committee and the Independent Board Committees for the Proposed RSU Grants to INEDs
“Independent Board Committees for the Proposed RSU Grants to INEDs”	independent committees of the Board, including (i) an independent committee of the Board comprising Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Dr. Brandicourt; (ii) an independent committee of the Board comprising Dr. Brandicourt, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Dr. Dugan; (iii) an independent committee of the Board comprising Dr. Brandicourt, Dr. Dugan, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Mr. Glazer; (iv) an independent committee of the Board comprising Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Hooper, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Mr. Goller; (v) an independent committee of the Board comprising Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Krishana, Dr. Riva, Dr. Sanders and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Mr. Hooper; (vi) an independent committee of the Board comprising Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Dr. Riva, Dr. Sanders and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Mr. Krishana;

(vii) an independent committee of the Board comprising Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Sanders and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Dr. Riva; (viii) an independent committee of the Board comprising Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva and Mr. Yi, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Dr. Sanders; and (ix) an independent committee of the Board comprising Dr. Brandicourt, Dr. Dugan, Mr. Glazer, Mr. Goller, Mr. Hooper, Mr. Krishana, Dr. Riva and Dr. Sanders, established to advise the Independent Shareholders on the non-exempt connected transactions relating to the Proposed RSU Grant to Mr. Yi

“Independent Director Compensation Policy”	the Company’s independent director compensation policy, which was most recently amended on February 5, 2024 by the Board
“Independent Financial Adviser”	the independent financial adviser acceptable to the Stock Exchange to be appointed by the Company pursuant to Rule 14A.44 of the Listing Rules to advise the Independent Board Committees and the Independent Shareholders on whether the Independent Shareholders should vote in favour of the non-exempt connected transactions relating to the Proposed RSU and PSU Grants
“Independent Shareholders”	the Shareholders who are not required under the Listing Rules to abstain from voting at the AGM to approve the non-exempt connected transactions relating to the Proposed RSU Grant to Mr. Oyler, the Proposed PSU Grant to Mr. Oyler, the Proposed RSU Grant to Dr. Wang and the Proposed RSU Grants to INEDs
“INED(s)”	the independent non-executive Directors of the Company
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Glazer”	Mr. Donald W. Glazer, an independent non-executive Director
“Mr. Goller”	Mr. Michael Goller, an independent non-executive Director
“Mr. Hooper”	Mr. Anthony C. Hooper, an independent non-executive Director
“Mr. Krishana”	Mr. Ranjeev Krishana, an independent non-executive Director
“Mr. Oyler”	Mr. John V. Oyler, the Chairman and an executive Director
“Mr. Yi”	Mr. Qingqing Yi, an independent non-executive Director

“Nasdaq”	The Nasdaq Global Select Market
“PRC”	the People’s Republic of China
“Proposed PSU Grant to Mr. Oyler”	the proposed grant of PSUs to Mr. Oyler under the 2016 Plan
“Proposed RSU Grants”	the Proposed RSU Grant to Mr. Oyler, the Proposed RSU Grant to Dr. Wang, and the Proposed RSU Grant to INEDs
“Proposed RSU and PSU Grant(s)”	The Proposed RSU Grants and the Proposed PSU Grant to Mr. Oyler
“Proposed RSU Grant to Dr. Brandicourt”	the proposed grant of RSUs to Dr. Brandicourt under the 2016 Plan
“Proposed RSU Grant to Dr. Dugan”	the proposed grant of RSUs to Dr. Dugan under the 2016 Plan
Proposed RSU Grant to Dr. Riva”	the proposed grant of RSUs to Dr. Riva under the 2016 Plan
“Proposed RSU Grant to Dr. Sanders”	the proposed grant of RSUs to Dr. Sanders under the 2016 Plan
“Proposed RSU Grant to Dr. Wang”	the proposed grant of RSUs to Dr. Wang under the 2016 Plan
“Proposed RSU Grants to INEDs”	the Proposed RSU Grant to Dr. Brandicourt, the Proposed RSU Grant to Dr. Dugan, the Proposed RSU Grant to Mr. Glazer, the Proposed RSU Grant to Mr. Goller, the Proposed RSU Grant to Mr. Hooper, the Proposed RSU Grant to Mr. Krishana, the Proposed RSU Grant to Dr. Riva, the Proposed RSU Grant to Dr. Sanders and the Proposed RSU Grant to Mr. Yi
“Proposed RSU Grant to Mr. Glazer”	the proposed grant of RSUs to Mr. Glazer under the 2016 Plan
“Proposed RSU Grant to Mr. Goller”	the proposed grant of RSUs to Mr. Goller under the 2016 Plan
“Proposed RSU Grant to Mr. Hooper”	the proposed grant of RSUs to Mr. Hooper under the 2016 Plan
“Proposed RSU Grant to Mr. Krishana”	the proposed grant of RSUs to Mr. Krishana under the 2016 Plan
“Proposed RSU Grant to Mr. Oyler”	the proposed grant of RSUs to Mr. Oyler under the 2016 Plan

“Proposed RSU Grant to Mr. Yi”	the proposed grant of RSUs to Mr. Yi under the 2016 Plan
“PSU(s)”	Performance share units, being a contingent right to received Shares awarded under the 2016 Plan
“RSU(s)”	restricted share units, being a contingent right to receive Shares awarded under the 2016 Plan
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Shares in the Company
“Share(s)”	ordinary shares of the Company with a nominal value of US\$0.0001
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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\$7.84. 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, April 16, 2024

As of the date of this announcement, the Board 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.