

BEIGENE, LTD.
 百濟神州有限公司
 (Stock Code: NASDAQ: BGNE | HKEX: 06160 | SSE: 688235)
 (the “Company”)

FORM OF PROXY

I/We _____
Please Print Name(s)

of _____
Please Print Address(es)

being (a) shareholder(s) of the Company, hereby appoint the Chairman of the meeting or _____ of _____
Please Print Name *Please Print Address*

as my/our proxy to vote all of my/our ordinary shares or _____ ordinary shares for me/us and on my/our behalf at the annual general meeting of the shareholders of the Company (the “Annual Meeting”) to be held on June 5, 2024 at 8:30 a.m. local time at the offices of Mourant Governance Services (Cayman) Limited, at 94 Solaris Avenue, Camana Bay, Grand Cayman KY1-1108, Cayman Islands and at any adjournment of the Annual Meeting.

The Board of Directors of the Company (the “Board of Directors”) recommends a vote FOR each director nominee, for 1 YEAR for Resolution 16, and FOR each other Resolution.

My/Our proxy is instructed to vote on the resolutions specified below:

	For	Against	Abstain
Resolution 1 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT Dr. Olivier Brandicourt be and is hereby re-elected to serve as a Class II director of the Company until the 2027 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.			
Resolution 2 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT Donald W. Glazer be and is hereby re-elected to serve as a Class II director of the Company until the 2027 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.			
Resolution 3 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT Michael Goller be and is hereby re-elected to serve as a Class II director of the Company until the 2027 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal.			
Resolution 4 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT Dr. Corazon (Corsee) D. Sanders be and is hereby re-elected to serve as a Class II director of the Company until the 2027 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal.			
Resolution 5 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the appointment of Ernst & Young LLP, Ernst & Young and Ernst & Young Hua Ming LLP as the Company’s independent auditors for the fiscal year ending December 31, 2024 be and is hereby approved, ratified and confirmed.			
Resolution 6 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the Board of Directors is hereby authorized to fix the auditors’ compensation for the fiscal year ending December 31, 2024.			
Resolution 7 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the granting of a share issue mandate to the Board of Directors to issue, allot or deal with unissued ordinary shares and/or American Depositary Shares (“ADSs”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the HK Listing Rules coming into effect on June 11, 2024) out of treasury) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as of the date of passing of this ordinary resolution up to the next annual general meeting of shareholders of the Company be and is hereby approved.			

	For	Against	Abstain
Resolution 8 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the granting of a share repurchase mandate to the Board of Directors to repurchase an amount of ordinary shares (excluding RMB shares) and/or ADSs, not exceeding 10% of the total number of issued ordinary shares (excluding RMB shares and treasury shares) of the Company as of the date of passing of such ordinary resolution up to the next annual general meeting of shareholders of the Company be and is hereby approved.			
Resolution 9 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the Company and its underwriters be and are hereby authorized, in their sole discretion, to allocate to each of Baker Bros. Advisors LP and Hillhouse Capital Management, Ltd. and parties affiliated with each of them (the “Existing Shareholders”), up to a maximum amount of shares in order to maintain the same shareholding percentage of each of the Existing Shareholders (based on the then-outstanding share capital of the Company) before and after the allocation of the corresponding securities issued pursuant to an offering conducted pursuant to the general mandate set forth in Resolution 7 for a period of five years, which period will be subject to an extension on a rolling basis each year.			
Resolution 10 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the Company and its underwriters be and are hereby authorized, in their sole discretion, to allocate to Amgen Inc. (“Amgen”), up to a maximum amount of shares in order to maintain the same shareholding percentage of Amgen (based on the then-outstanding share capital of the Company) before and after the allocation of the corresponding securities issued pursuant to an offering conducted pursuant to the general mandate set forth in Resolution 7 for a period of five years, which period will be subject to an extension on a rolling basis each year.			
Resolution 11 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the grant of restricted share units (“RSUs”) with a grant date fair value of US\$6,000,000 to Mr. John V. Oyler under the Second Amended and Restated 2016 Share Option and Incentive Plan (as amended, the “2016 Plan”), according to the terms and conditions described in the Proxy Statement, be and is hereby approved.			
Resolution 12 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the grant of performance share units (“PSUs”) with a grant date fair value of US\$6,000,000 to Mr. John V. Oyler under the 2016 Plan, according to the terms and conditions described in the Proxy Statement, be and is hereby approved.			
Resolution 13 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the grant of RSUs with a grant date fair value of US\$1,333,333 to Dr. Xiaodong Wang under the 2016 Plan, according to the terms and conditions described in the Proxy Statement, be and is hereby approved.			
Resolution 14 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the grant of RSUs with a grant date fair value of US\$200,000 to each of the independent non-executive directors, Dr. Olivier Brandicourt, Dr. Margaret 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, under the 2016 Plan, according to the terms and conditions described in the Proxy Statement, be and is hereby approved.			
Resolution 15 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT, on a non-binding, advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement, be and is hereby approved.			
Resolution 16 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT, on a non-binding, advisory basis, the frequency of future advisory votes on the compensation of the Company’s named executive officers will be held at the frequency hereby approved.	1 year	2 years	3 years
Resolution 17(a) — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the Third Amended and Restated 2016 Share Option and Incentive Plan of the Company, as described in the Proxy Statement, be and is hereby approved.			
Resolution 17(b) — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the consultant sublimit set out in the Third Amended and Restated 2016 Share Option and Incentive Plan of the Company, as described in the Proxy Statement, be and is hereby approved.			
Resolution 18 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the Fourth Amended and Restated 2018 Employee Share Purchase Plan of the Company, as described in the Proxy Statement, be and is hereby approved.			
Resolution 19 — Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
THAT the adjournment of the Annual Meeting by the chairman, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Annual Meeting to approve any of the proposals described above, be and is hereby approved.			

Please tick to indicate your voting preference. This proxy, when properly executed, will be voted in the manner directed herein. **If you do not complete this section, your proxy will: (i) vote in the manner recommended by the Board of Directors on the above matters presented in the proxy statement (the**

“Proxy Statement”) dated on or about April 26, 2024 provided with this form of proxy; and (ii) vote or abstain at his/her discretion with respect to any other matters properly presented at the Annual Meeting.

Signed: _____ Date: _____ 2024

Name: _____

NOTES

1. **This proxy is solicited by the Board of Directors.** A proxy need not be a shareholder of the Company. A member may appoint a proxy of his/her own choice. If you wish to appoint someone else, please delete the words “the Chairman of the meeting” and insert the name of the person whom you wish to appoint in the space provided. The Chairman of the meeting will act as your proxy, whether or not such deletion is made, if no other name is inserted. If you wish to vote less than all of the ordinary shares held by you, please delete the words “all of my/our ordinary shares” and insert the number of the ordinary shares that you wish to vote. If you wish to use less than all your votes, or to cast some of your votes “FOR” and some of your votes “AGAINST” a particular resolution and some of your votes “ABSTAIN” from voting on a particular resolution, you must write the number of votes in the relevant box(es).
2. **If this form is returned without an indication as to how the proxy shall vote, the proxy will (i) vote in the manner recommended by the Board of Directors on the above matters presented in the Proxy Statement and (ii) vote or abstain at his/her discretion with respect to any other matters properly presented at the Annual Meeting.**
3. If you mark the box “abstain”, it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. Abstentions will be counted for the purpose of determining the presence or absence of a quorum.
4. This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of an officer or attorney duly authorized for that purpose.
5. To be valid, this form must be properly executed, dated and lodged (together with a duly signed and dated power of attorney or other authority (if any) under which it is executed (or a notarized certified copy of such power of attorney or other authority)) as follows:
 - a. Persons who hold our ordinary shares directly on our Cayman Islands register of members at 5:00 a.m. Cayman Islands Time on April 19, 2024 (the “**Record Date**”) must either (1) return an executed form of proxy (a) by mail or by hand to the offices of the Cayman Registrar: Mourant Governance Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, Grand Cayman KY1-1108, Cayman Islands, or (b) by email at BeiGene@mourant.com, so as to be received before 8:30 a.m. Cayman Islands Time / 9:30 a.m. New York Time / 9:30 p.m. Hong Kong Time on June 3, 2024; or (2) attend the Annual Meeting in person to vote on the proposals.
 - b. Persons who hold our ordinary shares directly on our Hong Kong register of members on the Record Date must either (1) return an executed form of proxy by mail or by hand to the offices of our registrar in Hong Kong (the “**HK Registrar**”): Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong so as to be received before 8:30 a.m. Cayman Islands Time / 9:30 a.m. New York Time / 9:30 p.m. Hong Kong Time on June 3, 2024; or (2) attend the Annual Meeting in person to vote on the proposals.
 - c. Persons who hold our RMB shares listed on the STAR Market of the Shanghai Stock Exchange on the Record Date must either (1) vote through the online voting systems of the Shanghai Stock Exchange; or (2) attend the Annual Meeting in person to vote on the proposals. For online voting arrangements, holders of our RMB shares as of the Record Date who wish to exercise their voting rights can vote either through (i) the voting platform of the SSE trading system by logging into their own accounts opened with their designated brokers for trade of RMB shares during trading windows (i.e. 9:15 a.m.-9:25 a.m., 9:30 a.m.-11:30 a.m., and 1:00 p.m.-3:00 p.m. Beijing Time) of the STAR Market on June 5, 2024; or (ii) the internet voting platform of the Shanghai Stock Exchange (vote.sseinfo.com) from 9:15 a.m. to 3:00 p.m. Beijing Time on June 5, 2024. Further announcement will be made by the Company on the website of the Shanghai Stock Exchange regarding the voting arrangements for holders of RMB shares listed on the STAR Market of the Shanghai Stock Exchange in accordance with the rules of the STAR Market.
6. Any alterations made to this form must be initialed by you.
7. You may revoke a previously submitted proxy by (i) re-submitting this form of proxy by mail or email or by hand before 8:30 a.m. Cayman Islands Time / 9:30 a.m. New York Time / 9:30 p.m. Hong Kong Time on June 3, 2024 or (ii) attending the Annual Meeting and voting in person. Any written notice of revocation or subsequent form of proxy must be received by the Cayman Registrar or the HK Registrar, as applicable, prior to 8:30 a.m. Cayman Islands Time / 9:30 a.m. New York Time / 9:30 p.m. Hong Kong Time on June 3, 2024. Such written notice of revocation or subsequent form of proxy should be sent to the Cayman Registrar or the Hong Kong Registrar, as applicable, by mail or email or by hand.
8. The completion and return of this form will not prevent you from attending the Annual Meeting and voting in person should you so wish, although attendance at the Annual Meeting will not in and of itself revoke this proxy.
9. In the case of joint holders, signature of any one holder will be sufficient, but the names of all the joint holders should be stated. The vote of the senior holder (according to the order in which the names stand in the register of members in respect of the holding) who tenders a vote in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s).

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Annual Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third-party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.