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**BeOne Medicines Ltd.**

**百濟神州有限公司**

*(a corporation incorporated under the laws of Switzerland)*

**(Stock Code: 06160)**

## **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED DECEMBER 31, 2025**

BeOne Medicines Ltd. together with its subsidiaries (the “Company” or “BeOne” or “we” or “us”), hereby announces the consolidated results of the Company for the year ended December 31, 2025 (the “Reporting Period”), together with the comparative figures for the corresponding period in 2024, which have been prepared under U.S. generally accepted accounting principles (the “U.S. GAAP” or “GAAP”) and reviewed by the audit committee (the “Audit Committee”) of the Board of Directors (the “Board”) of the Company.

### **FINANCIAL HIGHLIGHTS**

- *Total revenues for the year ended December 31, 2025, increased by approximately US\$1.5 billion or approximately 40.2% to approximately US\$5.3 billion, as compared to the year ended December 31, 2024. Product revenue increased by approximately US\$1.5 billion or approximately 39.8% to approximately US\$5.3 billion, as compared to the year ended December 31, 2024.*
- *Total operating expenses for the year ended December 31, 2025, increased by approximately US\$443.0 million or approximately 11.7% to approximately US\$4,227.4 million, as compared to the year ended December 31, 2024.*
- *Net income for the year ended December 31, 2025 was approximately US\$286.9 million, as compared to net loss of approximately US\$644.8 million for the year ended December 31, 2024.*
- *Basic and diluted earnings per share for the year ended December 31, 2025 was US\$0.20 and US\$0.19 per share respectively, as compared to basic and diluted loss of US\$0.47 per share for the year ended December 31, 2024.*

## CONSOLIDATED STATEMENTS OF OPERATIONS

	Note	Year Ended December 31, 2025 US\$'000	2024 US\$'000
Revenues			
Product revenue, net	15	5,282,061	3,779,546
Other revenue	3	60,972	30,695
Total revenues		5,343,033	3,810,241
Cost of sales – product		668,540	594,089
Gross profit		4,674,493	3,216,152
Operating expenses			
Research and development		2,145,868	1,953,295
Selling, general and administrative		2,081,489	1,831,056
Total operating expenses		4,227,357	3,784,351
Income (loss) from operations		447,136	(568,199)
Interest income		70,505	69,641
Interest expense		(58,234)	(21,805)
Other (expense) income, net	6	(42,553)	(12,638)
Income (loss) before income taxes		416,854	(533,001)
Income tax expense	11	129,921	111,785
Net income (loss)		286,933	(644,786)
Earnings (loss) per share (in US\$)			
Basic	17	0.20	(0.47)
Diluted	17	0.19	(0.47)
Weighted-average shares outstanding – basic		1,417,803,727	1,368,746,793
Weighted-average shares outstanding – diluted		1,474,829,908	1,368,746,793
Earnings (loss) per American Depositary Share (“ADS”) (in US\$)			
Basic	17	2.63	(6.12)
Diluted	17	2.53	(6.12)
Weighted-average ADSs outstanding – basic		109,061,825	105,288,215
Weighted-average ADSs outstanding – diluted		113,448,454	105,288,215

The accompanying notes are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Note	Year Ended December 31,	
		2025	2024
		US\$'000	US\$'000
Net income (loss)		286,933	(644,786)
Other comprehensive income (loss), net of tax of nil:			
Foreign currency translation adjustments	19	69,300	(47,565)
Other adjustments	19	<u>1,504</u>	<u>(1,977)</u>
Comprehensive income (loss)		<u><u>357,737</u></u>	<u><u>(694,328)</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

## CONSOLIDATED BALANCE SHEETS

	Note	As of December 31,	
		2025	2024
		US\$'000	US\$'000
<b>Assets</b>			
Current assets:			
Cash and cash equivalents		4,547,530	2,627,410
Accounts receivable, net	7	865,080	676,278
Inventories, net	12	608,227	494,986
Prepaid expenses and other current assets	12	212,752	192,919
		<u>6,233,589</u>	<u>3,991,593</u>
Total current assets			
Non-current assets:			
Property, plant and equipment, net	9	1,641,678	1,578,423
Operating lease right-of-use assets	8	148,184	139,309
Intangible assets, net	10	62,704	51,095
Other non-current assets	12	102,418	160,490
		<u>1,954,984</u>	<u>1,929,317</u>
Total non-current assets			
		<u>8,188,573</u>	<u>5,920,910</u>
Total assets			
<b>Liabilities and shareholders' equity</b>			
Current liabilities:			
Accounts payable	13	479,035	404,997
Accrued expenses and other payables	12	1,109,120	803,713
Tax payable	11	41,625	25,930
Operating lease liabilities, current portion	8	20,698	17,576
Research and development cost share liability, current portion	3	64,345	111,154
Sale of future royalty liability, current portion	4	56,714	–
Short-term debt	14	57,293	851,529
		<u>1,828,830</u>	<u>2,214,899</u>
Total current liabilities			

## CONSOLIDATED BALANCE SHEETS (Continued)

	Note	As of December 31,	
		2025	2024
		US\$'000	US\$'000
Non-current liabilities:			
Long-term debt	14	961,913	166,484
Sale of future royalty liability, non-current portion	4	850,242	–
Operating lease liabilities, non-current portion	8	52,940	44,277
Deferred tax liabilities	11	53,209	42,007
Research and development cost share liability, non-current portion	3	–	54,286
Other long-term liabilities	12	80,245	66,735
		<u>1,998,549</u>	<u>373,789</u>
Total non-current liabilities			
		<u>1,998,549</u>	<u>373,789</u>
Total liabilities		<u>3,827,379</u>	<u>2,588,688</u>
Commitments and contingencies	22		
Shareholders' equity:			
Ordinary shares, US\$0.0001 par value per share; 1,540,975,898 and 1,387,367,704 shares issued and 1,441,075,618 and 1,387,367,704 shares outstanding as of December 31, 2025 and 2024, respectively		144	138
Additional paid-in capital		12,759,137	12,087,908
Accumulated other comprehensive loss	19	(78,184)	(148,988)
Accumulated deficit		(8,319,903)	(8,606,836)
		<u>4,361,194</u>	<u>3,332,222</u>
Total shareholders' equity			
		<u>4,361,194</u>	<u>3,332,222</u>
Total liabilities and shareholders' equity		<u><u>8,188,573</u></u>	<u><u>5,920,910</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Year Ended December 31, 2025 US\$'000	2024 US\$'000
<b>Cash flows from operating activities:</b>			
Net income (loss)		286,933	(644,786)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization expense		141,686	171,762
Share-based compensation expense	18	510,857	441,618
Acquired in-process research and development	3	691	60,000
Amortization of research and development cost share liability	3	(101,095)	(73,226)
Impairment of equity investments		75,626	6,838
Loss on long-term investments	6	596	17,184
Non-cash interest expense		14,872	–
Deferred income tax expense		9,469	25,983
Other items, net		(2,953)	11,163
Changes in operating assets and liabilities:			
Accounts receivable		(164,954)	(329,443)
Inventories		(93,168)	(91,496)
Other assets		37,164	45,126
Accounts payable		79,833	121,497
Accrued expenses and other payables		311,762	111,354
Deferred revenue		1,293	633
Other liabilities		18,968	(14,838)
		<u>1,127,580</u>	<u>(140,631)</u>
Net cash provided by (used in) operating activities			
<b>Cash flows from investing activities:</b>			
Purchases of property and equipment		(185,839)	(492,663)
Purchase of in-process research and development		(60,691)	(31,800)
Purchase of intangible assets	10	(20,000)	(4,674)
Purchase of long-term investments	6	(11,834)	(19,006)
Proceeds from sale or maturity of short-term investments		3,446	2,655
Other investing activities		(1,237)	(2,862)
		<u>(276,155)</u>	<u>(548,350)</u>
Net cash used in investing activities			

## CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

	Note	Year Ended December 31, 2025 US\$'000	2024 US\$'000
<b>Cash flows from financing activities:</b>			
Proceeds from sale of future royalties	4	911,000	–
Proceeds from long-term loan	14	850,586	9,053
Repayment of long-term loan	14	(35,680)	(28,031)
Proceeds from short-term loans	14	233,676	868,270
Repayment of short-term loans	14	(1,044,781)	(704,216)
Payments of debt issuance costs	14	(23,392)	–
Payments of withholding taxes from share-based awards		(24,195)	–
Proceeds from option exercises and employee share purchase plan		196,281	45,373
Repayment of sale of future royalties liability	4	(4,044)	–
Other financing activities		–	3,000
		<u>1,059,451</u>	<u>193,449</u>
Net cash provided by financing activities			
		<u>60,024</u>	<u>(51,705)</u>
Effect of foreign exchange rate changes, net			
Net increase (decrease) in cash, cash equivalents, and restricted cash		<u>1,970,900</u>	<u>(547,237)</u>
Cash, cash equivalents, and restricted cash, beginning of year		<u>2,638,747</u>	<u>3,185,984</u>
<b>Cash, cash equivalents, and restricted cash, end of year</b>		<u><u>4,609,647</u></u>	<u><u>2,638,747</u></u>
<b>Supplemental cash flow disclosures:</b>			
Cash and cash equivalents		4,547,530	2,627,410
Short-term restricted cash		41,284	9,312
Long-term restricted cash		20,833	2,025
Interest paid		52,452	51,175
<b>Supplemental non-cash activities:</b>			
Accruals for capital expenditures		57,283	70,314
Purchase of in-process research and development included in accounts payable		–	60,000

The accompanying notes are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Ordinary Shares Issued	Effect of Redomiciliation <sup>1</sup> Shares	Total Outstanding Shares	Ordinary Shares Issued US\$'000	Additional Paid-In Capital US\$'000	Accumulated Other Comprehensive Income/(Loss) US\$'000	Accumulated Deficit US\$'000	Total US\$'000
Balance at December 31, 2023	1,359,513,224	-	1,359,513,224	135	11,598,688	(99,446)	(7,962,050)	3,537,327
Use of shares reserved for share option exercises	(2,258,161)	-	(2,258,161)	-	-	-	-	-
Exercise of options, ESPP and release of RSUs	30,112,641	-	30,112,641	3	45,550	-	-	45,553
Deconsolidation of a subsidiary	-	-	-	-	2,052	-	-	2,052
Share-based compensation	-	-	-	-	441,618	-	-	441,618
Other comprehensive loss	-	-	-	-	-	(49,542)	-	(49,542)
Net loss	-	-	-	-	-	-	(644,786)	(644,786)
Balance at December 31, 2024	1,387,367,704	-	1,387,367,704	138	12,087,908	(148,988)	(8,606,836)	3,332,222
Issuance of shares reserved for share option exercises	109,709,434	(112,772,594)	(3,063,160)	-	-	-	-	-
Exercise of options, ESPP and release of RSUs	43,898,760	12,872,314	56,771,074	6	195,895	-	-	195,901
Share-based compensation	-	-	-	-	510,857	-	-	510,857
Withholding taxes from share-based awards	-	-	-	-	(35,523)	-	-	(35,523)
Other comprehensive income	-	-	-	-	-	70,804	-	70,804
Net income	-	-	-	-	-	-	286,933	286,933
Balance at December 31, 2025	1,540,975,898	(99,900,280)	1,441,075,618	144	12,759,137	(78,184)	(8,319,903)	4,361,194

- Upon effectiveness of the Continuation, ordinary shares (including in the form of ADS) held by the Company or one of its controlled subsidiaries immediately prior to the effective date of the Continuation became part of the Company's issued but not outstanding share capital and are considered ordinary shares of the Company, or "treasury shares" under Swiss law. The Company expects to use these treasury shares in the future to satisfy obligations to deliver shares in connection with awards granted under the Company's equity incentive plans and agreements.

The accompanying notes are an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. Description of Business

Formerly known as BeiGene, Ltd., BeOne Medicines Ltd. (the “Company” or “BeOne”) is a global oncology company focused on discovering and developing innovative treatments that are more affordable and accessible to cancer patients worldwide.

Effective May 27, 2025, the Company changed its jurisdiction of incorporation from the Cayman Islands to Switzerland through a transaction known as a continuation under Section 206 of the Companies Act (as amended) of the Cayman Islands and Article 161 of the Swiss Federal Act on Private International Law (such transaction, the “Continuation”), The Continuation did not change the accounting basis under GAAP of any of the Company’s consolidated assets, liabilities, equity, or any previous results of operations or cash flows.

In connection with the Continuation, ordinary shares held by the Company or one of its controlled subsidiaries immediately prior to the effective date of the Continuation became part of the Company’s issued share capital and are considered ordinary shares of the Company, or “treasury shares” under Swiss law. See the Company’s final prospectus filed with the U.S. Securities and Exchange Commission pursuant to Rule 424(b)(3) on March 10, 2025 for a full description of the changes related to the Company’s ordinary shares following the Continuation.

Since its inception in 2010, the Company has become a fully integrated global organization with nearly 12,000 employees worldwide.

As of December 31, 2025, the Company had the following principal subsidiaries:

Name of Company	Place of Incorporation	Particulars of issued/paid-in capital	Percentage of Ownership by the Company	Principal Activities and Place of Operation
BeOne Medicines (Beijing) Co., Ltd. (formerly known as BeiGene (Beijing) Co., Ltd.)	PRC*	RMB2,722,787,023	100%	Medical and pharmaceutical research and development, PRC
BeOne Guangzhou Biologics Manufacturing Co., Ltd.(formerly known as BeiGene Guangzhou Biologics Manufacturing Co., Ltd.)	PRC*	RMB16,420,122,114	100%	Medical and pharmaceutical research and development, manufacturing and commercialization, PRC
BeOne Medicines (Shanghai) Co., Ltd. (formerly known as BeiGene (Shanghai) Co., Ltd.)	PRC*	RMB1,434,344,310	100%	Medical and pharmaceutical research and development, PRC
BeOne Pharmaceutical (Suzhou) Co., Ltd. (formerly known as BeiGene (Suzhou) Co., Ltd.)	PRC*	RMB4,973,218,389	100%	Medical and pharmaceutical research and manufacturing and commercialization, PRC
BeOne Medicines (Shanghai) Research & Development Co., Ltd. (formerly known as BeiGene (Shanghai) Research & Development Co., Ltd.)	PRC*	RMB620,000,000	100%	Medical and pharmaceutical research and development, PRC
BeOne Medicines USA, Inc. (formerly known as BeiGene USA, Inc.)	Delaware, United States	USD1	100%	Medical, pharmaceutical research and development and commercialization, U.S.
BeOne Medicines AUS Pty Ltd. (formerly known as BeiGene AUS Pty Ltd.)	Australia	USD56,947,230	100%	Medical, pharmaceutical research and development and commercialization, Australia

Name of Company	Place of Incorporation	Particulars of issued/paid-in capital	Percentage of Ownership by the Company	Principal Activities and Place of Operation
BeOne Medicines I GmbH (formerly known as BeiGene Switzerland GmbH)	Switzerland	CHF20,000	100%	Medical, pharmaceutical research and development and commercialization, Switzerland
BeOne Medicines Hopewell Urban Renewal, LLC (formerly known as BeiGene Hopewell Urban Renewal, LLC)	New Jersey, United States	USD693,693,128	100%	Medical and pharmaceutical research and development and manufacturing, U.S.

\* Limited liability company established in PRC

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Company. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## 2. Summary of Significant Accounting Policies

### *Basis of Presentation and Principles of Consolidation*

The consolidated financial statements of the Company have been prepared in accordance with U.S.GAAP and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements include the financial statements of the Company and its subsidiaries. All significant intercompany transactions and balances between the Company and its wholly-owned subsidiaries are eliminated upon consolidation.

### *Use of Estimates*

The preparation of the consolidated financial statements in conformity with U.S.GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Areas where management uses subjective judgment include, but are not limited to, estimating the useful lives of long-lived assets, estimating variable consideration in product sales and collaboration revenue arrangements, assessing the impairment of long-lived assets, valuation and recognition of share-based compensation expenses, realizability of deferred tax assets, estimating uncertain tax positions, valuation of inventory, estimating the allowance for credit losses, determining defined benefit pension plan obligations, measurement of right-of-use assets and lease liabilities, estimates related to research and development accruals, estimates related to the sale of future royalty liability and the fair value of financial instruments. Management bases the estimates on historical experience, known trends and various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities and reported amounts of revenues and expenses. Actual results could differ from these estimates.

### *Recent Accounting Pronouncements*

#### *New accounting standards which have been adopted*

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-09, *Income Taxes* (Topic 740): Improvements to Income Tax Disclosures. This update requires that public entities on an annual basis, (1) in the rate reconciliation, disclose specific categories and provide additional information for reconciling items that meet a quantitative threshold; (2) about income taxes paid, disclose the amount of income taxes paid (net of refunds received) disaggregated by federal, state, and foreign taxes and by individual jurisdiction in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refunds received); and (3) disclose income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign and income tax expense (or benefit) disaggregated by federal, state, and foreign. The Company adopted ASU 2023-09 effective December 31, 2025 on a prospective basis. Refer to Footnote 11 for income taxes related disclosures.

### *New accounting standards which have not yet been adopted*

In December 2025, the FASB issued ASU 2025-10, *Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities* (ASU 2025-10), which establishes authoritative guidance on the recognition, measurement, presentation, and disclosure of government grants. Under ASU 2025-10, government grants are recognized when it is probable that the entity will both comply with the conditions of the grant and the grant will be received. The ASU provides specific accounting models for grants related to assets and grants related to income, including options to recognize government grants as deferred income or as a reduction of the asset's cost basis. The ASU also requires enhanced disclosures regarding the nature of government grants, significant terms and conditions, accounting policies applied, and amounts recognized in the financial statements. ASU 2025-10 is effective for fiscal years beginning after December 15, 2028, including interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2025-10 on its consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles – Goodwill and Other – Internal-Use Software* (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. This update removes all references to prescriptive and sequential software development stages throughout Subtopic 350-40. The update requires an entity to start capitalizing software costs when management has authorized and committed to funding the software project, and it is probable that the project will be completed and the software will be used to perform the function intended. The update further specifies that the disclosures in Subtopic 360-10 are required for all capitalized internal-use software costs. This update is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The guidance can be applied using a prospective transition approach, a modified transition approach that is based on the status of the project and whether software costs were capitalized before the date of adoption, or a retrospective transition approach. The Company is currently evaluating the impact on its financial statements of adopting this guidance.

In November 2024, the FASB issued ASU 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures* (Subtopic 220-40): Disaggregation of Income Statement Expenses. This update requires that at each interim and annual reporting period public entities disclose (1) the amounts of purchases of inventory, employee compensation, depreciation, amortization, and depletion in commonly presented expense captions; (2) certain amounts that are already required to be disclosed under current GAAP in the same disclosure as the other disaggregation requirements; (3) a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively; and (4) the total amount of selling expenses and, in annual reporting periods, the definition of selling expenses. In January 2025, the FASB issued ASU 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures* (Subtopic 220-40): Clarifying the Effective Date. This update clarifies that ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact on its financial statements of adopting this guidance.

### **3. Collaborative, Licensing and Other Arrangements**

The Company enters into collaborative arrangements for the research and development, manufacture and/or commercialization of drug products and drug candidates. To date, these collaborative arrangements have included out-licenses of and options to out-license internally developed products and drug candidates to other parties, in-licenses of products and drug candidates from other parties, and profit- and cost-sharing arrangements. These arrangements may include non-refundable upfront payments, contingent obligations for potential development, regulatory and commercial performance milestone payments, cost-sharing and reimbursement arrangements, royalty payments, and profit sharing.

During the two years ended December 31, 2025, the Company's other revenue consisted primarily of royalty revenue from IMDELLTRA® sales outside of China under the Amgen collaboration agreement and revenue generated under the Novartis broad markets agreement.

The following table summarizes total other revenue recognized for the years ended December 31, 2025 and 2024:

<b>Other Revenue</b>	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Amgen royalty revenue	40,733	7,841
Novartis broad markets revenue	17,598	18,259
Other	2,641	4,595
<b>Total</b>	<b>60,972</b>	<b>30,695</b>

### ***In-Licensing Arrangements – Commercial***

#### *Amgen*

In October 2019, the Company entered into a global strategic oncology collaboration with Amgen (as amended, the “Amgen Collaboration Agreement”) for the commercialization and development in China (excluding Hong Kong, Macao and Taiwan) (the “Collaboration Territory”), of Amgen’s XGEVA®, KYPROLIS®, and BLINCYTO®, and the joint global development of a portfolio of oncology assets in Amgen’s pipeline, with the Company responsible for development and commercialization in the Collaboration Territory. The agreement became effective on January 2, 2020, following approval by the Company’s shareholders and satisfaction of other closing conditions.

Under the agreement, the Company is responsible for the commercialization of XGEVA®, KYPROLIS® and BLINCYTO® in the Collaboration Territory for so long as each product is sold in the Collaboration Territory following each product’s regulatory approval in the Collaboration Territory. Amgen is responsible for manufacturing the products globally and supplying the products to the Company at an agreed upon price. The Company and Amgen share equally in the Collaboration Territory commercial profits and losses during the commercialization period.

Amgen and the Company are also jointly developing a portfolio of Amgen oncology pipeline assets under the collaboration. The Company is responsible for conducting clinical development activities in the Collaboration Territory and co-funding global development costs by contributing cash and development services up to a total cap of US\$1,250,000,000. Amgen is responsible for all development, regulatory and commercial activities outside of the Collaboration Territory. For each pipeline asset that is approved in the Collaboration Territory, the Company will receive commercial rights for seven years from approval. The Company has the right to retain approximately one out of every three approved pipeline assets, other than LUMAKRAS® (sotorasib) (“AMG 510”), Amgen’s KRAS G12C inhibitor, for commercialization in the Collaboration Territory. The Company and Amgen will share equally in the Collaboration Territory commercial profits and losses during the commercialization period. The Company is entitled to receive royalties from sales in the Collaboration Territory for pipeline assets returned to Amgen for five years after the seven-year commercialization period. The Company is also entitled to receive royalties from global sales of each product outside of the Collaboration Territory (with the exception of AMG 510).

In April 2022, the parties entered into the First Amendment to Amgen Collaboration Agreement, which amends certain terms and conditions relating to the financial responsibilities of the parties in connection with the development and commercialization of certain Amgen proprietary products for the treatment of oncology-related diseases and conditions. In connection with the Company’s ongoing assessment of the Amgen Collaboration Agreement cost-share contributions, the Company determined that further investment in the development of LUMAKRAS® was no longer commercially viable for the Company. As a result, in February 2023, the Company and Amgen entered into the Second Amendment to the Amgen Collaboration Agreement to (i) stop sharing costs with Amgen for the further development of LUMAKRAS® during the period starting January 1, 2023 and ending August 31, 2023; and (ii) cooperate in good faith to prepare a transition plan with the termination of LUMAKRAS® from the Amgen Collaboration Agreement.

In October 2025, the parties entered into the Third Amendment to Amgen Collaboration Agreement, which amends certain terms and conditions relating to financial responsibility for early access programs in certain regions of the Collaboration Territory and commercial supply of IMDELLTRA® (tarlatamab-dlle). In November 2025, the parties entered into the Fourth Amendment to the Amgen Collaboration Agreement, which extends the Company’s commercialization rights to certain products in the Collaboration Territory.

The Amgen Collaboration Agreement is within the scope of ASC 808, as both parties are active participants and are exposed to the risks and rewards dependent on the commercial success of the activities performed under the agreement. The Company is the principal for product sales to customers in the Collaboration Territory during the commercialization period and will recognize 100% of net product revenue on these sales. Amounts due to Amgen for its portion of net product sales will be recorded as cost of sales. Cost reimbursements due to or from Amgen under the profit share will be recognized as incurred and recorded to cost of sales; selling, general and administrative expense; or research and development expense, based on the underlying nature of the related activity subject to reimbursement. Costs incurred for the Company’s portion of the global co-development funding are recorded to research and development expense as incurred.

In connection with the Amgen Collaboration Agreement, a Share Purchase Agreement (“Amgen SPA”) was entered into by the parties on October 31, 2019. On January 2, 2020, the closing date of the transaction, Amgen purchased 15,895,001 of the Company’s ADSs for US\$174.85 per ADS, representing a 20.5% ownership stake in the Company. Per the Amgen SPA, the cash proceeds shall be used as necessary to fund the Company’s development obligations under the Amgen Collaboration Agreement. Pursuant to the Amgen SPA, Amgen also received the right to designate one member of the Company’s Board, and Anthony Hooper joined the Company’s Board as the Amgen designee in January 2020. Amgen relinquished its right to appoint a designated director to the Company’s board of directors in January 2023.

In determining the fair value of the common stock at closing, the Company considered the closing price of the common stock on the closing date of the transaction and included a lack of marketability discount because the shares are subject to certain restrictions. The fair value of the shares on the closing date was determined to be US\$132.74 per ADS, or US\$2,109,902,000 in the aggregate. The Company determined that the premium paid by Amgen on the share purchase represents a cost share liability due to the Company’s co-development obligations. The fair value of the cost share liability on the closing date was determined to be US\$601,857,000 based on the Company’s discounted estimated future cash flows related to the pipeline assets. The estimation of future cash flows involved management assumptions of revenue growth rates and probability of technical and regulatory success of the pipeline assets. The total cash proceeds of US\$2,779,241,000 were allocated based on the relative fair value method, with US\$2,162,407,000 recorded to equity and US\$616,834,000 recorded as a research and development cost share liability. The cost share liability is being amortized proportionately as the Company contributes cash and development services to its total co-development funding cap.

Amounts recorded related to the Company’s portion of the co-development funding on the pipeline assets for the years ended December 31, 2025 and 2024 were as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$’000</b>	<b>US\$’000</b>
BeOne’s portion of the development funding	205,238	148,391
Less: Amortization of research and development cost share liability	101,095	73,226
Research and development expense	104,143	75,165
		<b>As of December</b>
		<b>31, 2025</b>
Remaining portion of development funding cap		130,393

As of December 31, 2025 and 2024, the research and development cost share liability recorded in the Company's balance sheet was as follows:

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Research and development cost share liability, current portion	64,345	111,154
Research and development cost share liability, non-current portion	–	54,286
	<hr/>	<hr/>
Total research and development cost share liability	<u>64,345</u>	<u>165,440</u>

The net reimbursement paid under the commercial profit-sharing agreement for in-line product sales is classified in the consolidated statements of operations for the two years ended December 31, 2025 as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Cost of sales – product	35,985	37,150
Selling, general and administrative	(99,448)	(83,674)
Research and development	(3,115)	(2,438)
	<hr/>	<hr/>
Total	<u>(66,578)</u>	<u>(48,962)</u>

The Company purchases commercial inventory from Amgen to distribute in the Collaboration Territory. Total inventory purchases amounted to US\$263,896,000 and US\$247,655,000, respectively, during the years ended December 31, 2025 and 2024. Net amounts payable to Amgen as of December 31, 2025 and 2024 were US\$79,097,000 and US\$116,563,000, respectively.

### ***Out-Licensing Arrangements***

#### ***Novartis***

##### ***Tislelizumab Collaboration and License***

In January 2021, the Company entered into a collaboration and license agreement with Novartis, granting Novartis rights to develop, manufacture and commercialize tislelizumab in North America, Europe, and Japan (the “Novartis Territory”). The Company and Novartis agreed to jointly develop tislelizumab in these licensed countries, with Novartis responsible for regulatory submissions after a transition period and for commercialization upon regulatory approvals. In addition, both companies had the ability to conduct clinical trials globally to explore combinations of tislelizumab with other cancer treatments, and the Company has an option to co-detail the product in North America, funded in part by Novartis.

Under the agreement the Company received an upfront cash payment of US\$650,000,000 from Novartis. A portion of the transaction price was allocated to the R&D services to be performed under the agreement and deferred and was being recognized as collaboration revenue as the R&D services were performed using a percentage-of-completion method.

In September 2023, the Company and Novartis agreed to mutually terminate the collaboration and license agreement, effective immediately. Pursuant to the termination agreement, the Company regained full, global rights to develop, manufacture and commercialize tislelizumab with no royalty payments due to Novartis. Novartis may continue its ongoing clinical trials and has the ability to conduct future combination trials with tislelizumab subject to the Company's approval. The Company agreed to provide Novartis with ongoing clinical supply of tislelizumab to support its clinical trials. Pursuant to the termination agreement, Novartis agreed to provide transition services to the Company to enable key aspects of the tislelizumab development and commercialization plan to proceed without disruption, including manufacturing, regulatory, safety and clinical support. Upon termination of the agreement in September 2023, there were no further performance obligations, and the remaining deferred revenue balance associated with the tislelizumab R&D services was recognized in full.

The following table summarizes collaboration revenue recognized in connection with the tislelizumab collaboration and license agreement for the years ended December 31, 2025 and 2024:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Other <sup>1</sup>	—	2,113
Total	—	2,113

<sup>1</sup> Represents revenue recognized on sale of tislelizumab clinical supply to Novartis in conjunction with the collaboration.

***Ociperlimab Option, Collaboration and License Agreement and China Broad Market Development Agreement***

In December 2021, the Company expanded its collaboration with Novartis by entering into an option, collaboration and license agreement with Novartis to develop, manufacture and commercialize the Company's investigational TIGIT inhibitor ociperlimab in the Novartis Territory. In addition, the Company and Novartis entered into an agreement granting the Company rights to market, promote and detail five approved Novartis oncology products, TAFINLAR<sup>®</sup> (dabrafenib), MEKINIST<sup>®</sup> (trametinib), VOTRIENT<sup>®</sup> (pazopanib), AFINITOR<sup>®</sup> (everolimus), and ZYKADIA<sup>®</sup> (ceritinib), across designated regions of China referred to as "broad markets." In the first quarter of 2022, the Company initiated marketing and promotion of these five products.

Under the terms of the option, collaboration and license agreement, the Company received an upfront cash payment of US\$300,000,000. At inception, a portion of the upfront cash payment was deferred related to performance obligations to be satisfied at a later point in time or over time.

In July 2023, the Company and Novartis mutually agreed to terminate the ociperlimab option, collaboration and license agreement, effective immediately. Pursuant to the termination agreement, the Company regained full, global rights to develop, manufacture and commercialize ociperlimab. Upon termination the Company had no further performance obligations under the collaboration, and all remaining deferred revenue balances were recognized in full. The China broad markets agreement remains in place.

The following table summarizes collaboration revenue recognized in connection with the ociperlimab option, collaboration and license agreement for the years ended December 31, 2025 and 2024:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Novartis broad markets revenue	17,598	18,259
Total	<u>17,598</u>	<u>18,259</u>

#### ***In-Licensing Arrangements – Development***

The Company has in-licensed the rights to develop, manufacture and, if approved, commercialize multiple development stage drug candidates globally or in specific territories. These arrangements typically include non-refundable upfront payments, contingent obligations for potential development, regulatory and commercial performance milestone payments, cost-sharing arrangements, royalty payments, and profit sharing.

Upfront and milestone payments made under these arrangements for the years ended December 31, 2025 and 2024 are set forth below. All upfront and development milestones were expensed to research and development expense. All regulatory and commercial milestones were capitalized as intangible assets and are being amortized over the remainder of the respective product patent or the term of the commercialization agreements.

		<b>Year Ended December 31,</b>	
		<b>2025</b>	<b>2024</b>
		<b>US\$'000</b>	<b>US\$'000</b>
<b>Payments due to collaboration partners</b>	<b>Classification</b>		
Upfront payments	Research and development expense	691	60,027
Development milestone payments	Research and development expense	–	54,000
Regulatory and commercial milestone payments	Intangible asset	20,000	–
Total		<u>20,691</u>	<u>114,027</u>

The Company has entered into a number of in-licensing collaborative arrangements during the years ended December 31, 2025 and 2024. A summary of amounts incurred under these arrangements is included above. The Company may be required to pay additional amounts upon the achievement of various development and commercial milestones under these agreements. The Company may also incur significant research and development costs if the related product candidate were to advance to late-stage clinical trials. In addition, if any products related to these collaborations are approved for sale, the Company may be required to pay significant milestones upon approval and milestones and/or royalties on future sales. The payment of these amounts, however, is contingent upon the occurrence of various future events, which have a high degree of uncertainty of occurrence.

#### **4. Sale of Future IMDELLTRA® Royalties**

On August 25, 2025, the Company entered into an agreement (“Royalty Agreement”) to sell its royalty rights on the worldwide sales, excluding China, of Amgen’s IMDELLTRA® (tarlatamab-dlle) for up to US\$950,000,000 to Royalty Pharma Investments 2023 ICAV (“Royalty Pharma”). Under the terms of the Royalty Agreement, the Company received a non-refundable upfront payment of US\$885,000,000 upon closing of the Royalty Agreement. Subsequently, the Company exercised its option to sell additional royalties to Royalty Pharma and received US\$26,000,000 in the fourth quarter of 2025. The Company will share in a portion of the royalty on annual sales above US\$1.5 billion, and will maintain royalty and all other rights to other assets under the terms of its collaboration agreement with Amgen.

The Company evaluated the arrangement and determined that the proceeds from the sale of future IMDELLTRA® royalties, as well as the option to sell remaining royalties when and if exercised, should be treated as a financing liability according to ASC 470, *Debt* due to the Company's continuing involvement with the Amgen collaboration. At the transaction date, the Company recognized the upfront proceeds of US\$885,000,000 and, subsequently, the option proceeds of US\$26,000,000, as liabilities and is amortizing them using the effective interest method over the life of the arrangement. The Company imputes interest expense associated with the liability using the effective interest rate method. The effective interest rate is the rate that equates the present value of the estimate of remaining royalty revenues payable to Royalty Pharma with the carrying amount of the liability. The interest rate on the sale of future royalty liability may vary during the term of the agreement depending on a number of factors, including the royalty revenues forecast. The Company evaluates the interest rate quarterly based on its expectations of future royalty revenues, historical experience and current market conditions using the prospective method. A significant increase or decrease in future royalty revenues will materially impact the timing of royalty sale liability amortization, interest expense and the time period for repayment. The Company will assess the expected payments to Royalty Pharma quarterly, and, to the extent the amount or timing of such payments is materially different than its initial estimates, the Company will prospectively adjust the amortization of the liability and the related interest expense.

The repayment of this obligation to Royalty Pharma will be made upon the receipt of royalties from Amgen throughout the royalty period. The repayment does not follow a fixed repayment schedule and will be recognized over the life of the royalty stream, which is expected to occur through at least 2041. The Royalty Agreement also contains customary representations, warranties, covenants, and indemnification provisions.

As of December 31, 2025, the royalty financing obligation recorded in the Company's balance sheet was as follows:

	<b>As of December 31, 2025 US\$'000</b>
Sale of future royalty liability, current portion	56,714
Sale of future royalty liability, non-current portion	850,242
	<hr/>
Total sale of future royalty liability	<u>906,956</u>

The following table summarizes the sale of future royalty liability activity during the year ended December 31, 2025:

	<b>Royalty Sale Liability US\$'000</b>
Balance at August 25, 2025	885,000
Proceeds from option exercise	26,000
Payments to Royalty Pharma, excluding effective interest payments	(4,044)
	<hr/>
Balance at December 31, 2025	<u>906,956</u>

The carrying value of the sale of future royalty liability approximates fair value as of December 31, 2025 and is based on the Company's current estimates of future royalties expected to be paid to Royalty Pharma over the life of the royalty stream, which are considered Level 3 inputs. The Company recognized interest expense of US\$19,760,000 related to this arrangement for the year ended December 31, 2025, of which US\$14,180,000 was accrued as of December 31, 2025. The effective annual imputed interest rate was 6.4% as of December 31, 2025.

## 5. Restricted Cash

The Company's restricted cash primarily consist of RMB-denominated cash deposits held in designated bank accounts for collateral for letters of credit and cash used to settle employee benefit obligations and related taxes. The Company classifies restricted cash as current or non-current based on term of restriction. Restricted cash as of December 31, 2025 and 2024 was as follows:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Short-term restricted cash	41,284	9,312
Long-term restricted cash	20,833	2,025
	<hr/>	<hr/>
Total	<u>62,117</u>	<u>11,337</u>

In addition to the restricted cash balances above, the Company is required by the PRC securities law to use the proceeds from the STAR Offering in strict compliance with the planned uses as disclosed in the PRC offering prospectus as well as those disclosed in the Company's proceeds management policy approved by the Board of the Company. As of December 31, 2025, the Company had cash remaining related to the STAR Offering proceeds of US\$146,253,000.

## 6. Investments

The following table summarizes the Company's investments in equity securities:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Equity securities with readily determinable fair values <sup>1</sup>	2	2,281
Equity securities without readily determinable fair values		
Pi Health, Inc. <sup>2</sup>	422	40,798
Other <sup>3</sup>	32,732	48,157
Equity-method investments <sup>4</sup>	22,387	33,081
	<hr/>	<hr/>
Total	<u>55,543</u>	<u>124,317</u>

<sup>1</sup> Represents common stock and warrants to purchase additional shares of common stock of a publicly-traded biotechnology company. The Company measures the investment in the common stock and warrants at fair value, with changes in fair value recorded to other (expense) income, net. In the fourth quarter of 2025, the Company sold its common stock holdings.

<sup>2</sup> In the first quarter of 2024, the Company divested the net assets comprising substantially all of its Pi Health business with a carrying value of US\$38,063,000. The consideration received for the divestiture consisted of preferred stock in a newly formed entity, Pi Health, Inc., with a fair value of US\$40,798,000 and cash consideration of US\$1,000,000. The transaction resulted in a pre-tax gain of US\$3,735,000 recorded within other (expense) income, net during year ended December 31, 2024. The Company accounts for its investment as a private equity security without a readily determinable fair value, and the divestiture was not treated as a discontinued operation in the Statement of Operations and therefore the historical results of operations of the Pi Health business will remain in the Company's continuing operations. In the fourth quarter of 2025, the Company recognized an impairment loss of US\$40,376,000 within other (expense) income, net resulting from a decline in enterprise value in business reorganization.

<sup>3</sup> In the third quarter of 2025, the Company recognized an impairment loss of US\$15,552,000 within other (expense) income, net, resulting from a decline in the enterprise value related to a business acquisition of one of its investees.

<sup>4</sup> In the first quarter of 2025, as a result of the wind-down of the operations and related financial obligations of one of the Company's equity-method investments, the investment's fair value was assessed to be zero. The Company recognized an other-than-temporary impairment loss of US\$12,376,000 within unrealized losses from equity-method investments.

The following table summarizes realized and unrealized losses related to investments in equity securities recorded in other (expense) income, net:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Equity securities with readily determinable fair values	(1,252)	(1,307)
Equity securities without readily determinable fair values	(58,282)	(7,596)
Equity-method investments	(14,982)	(10,275)

The following table summarizes the portion of unrealized losses that relates to equity securities still held by the Company for the year ended December 31, 2025:

	<b>Year Ended December 31, 2025</b>
	<b>US\$'000</b>
Net losses recognized on equity securities	(74,516)
Less: net losses recognized on equity securities sold	<u>(16,638)</u>
Net unrealized losses on equity securities held at end of period	<u><u>(57,878)</u></u>

## 7. Accounts Receivable, Net

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Accounts receivable	866,518	677,270
Less: Allowance for credit losses	<u>(1,438)</u>	<u>(992)</u>
Total	<u><u>865,080</u></u>	<u><u>676,278</u></u>

The Company's trading terms with its customers are mainly on credit and the credit periods generally range from 30 to 120 days. The Company seeks to maintain strict control over its outstanding receivables and overdue balances are regularly reviewed. The Company does not hold any collateral or other credit enhancements over its accounts receivable balances. Accounts receivable are non-interest-bearing. An aging analysis of the accounts receivable, based on the invoice date, is as follows:

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Within 1 year	863,927	676,278
Over 1 year	<u>1,153</u>	<u>—</u>
Total	<u><u>865,080</u></u>	<u><u>676,278</u></u>

Changes in the allowance for credit losses related to trade accounts receivable consist of the following:

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Beginning balance, as of January 1	992	2,026
Provision/(Reversal) for expected credit losses	527	(1,034)
Written-off	(79)	(1)
Exchange rate changes	(2)	1
	<u>          </u>	<u>          </u>
Ending balance, as of December 31	<u>1,438</u>	<u>992</u>

## 8. Leases

The Company has operating leases for office and manufacturing facilities in the U.S., Switzerland, and China. The leases have remaining lease terms of up to five years, some of which include options to extend the leases that have not been included in the calculation of the Company's lease liabilities and ROU assets. The Company has land use rights, which represent land acquired for the biologics manufacturing facility in Guangzhou, the land acquired for the Company's research, development and office facility in Changping, Beijing, the land acquired for the Company's research, development and manufacturing facility in Suzhou, and the land acquired for the Company's research and development facility in Shanghai. The Company also has certain leases with terms of 12 months or less for certain equipment, office and lab space, which are expensed and not recorded on the balance sheet.

The components of lease expense were as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Operating lease cost	24,899	26,575
Variable lease cost	4,282	4,580
Short-term lease cost	1,804	2,897
	<u>          </u>	<u>          </u>
Total lease cost	<u>30,985</u>	<u>34,052</u>

Supplemental balance sheet information related to leases was as follows:

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Operating lease right-of-use assets	69,306	60,639
Land use rights, net	78,878	78,670
	<u>          </u>	<u>          </u>
Total operating lease right-of-use assets	<u>148,184</u>	<u>139,309</u>
Current portion of operating lease liabilities	20,698	17,576
Operating lease liabilities, non-current portion	52,940	44,277
	<u>          </u>	<u>          </u>
Total lease liabilities	<u>73,638</u>	<u>61,853</u>

Maturities of operating lease liabilities are as follows:

	<b>Amounts US\$'000</b>
Year ending December 31, 2026	23,653
Year ending December 31, 2027	21,761
Year ending December 31, 2028	16,453
Year ending December 31, 2029	11,173
Year ending December 31, 2030	6,641
Thereafter	888
	<hr/>
Total lease payments	80,569
Less imputed interest	(6,931)
	<hr/>
Present value of lease liabilities	<u>73,638</u>

Other supplemental information related to leases is summarized below:

	<b>Year ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Operating cash flows used in operating leases	24,000	56,005
ROU assets obtained in exchange for new operating lease liabilities	29,826	47,066
	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
Weighted-average remaining lease term (years)	4	4
Weighted-average discount rate	5.02%	5.23%

## 9. Property, Plant and Equipment, Net

Property, plant and equipment, net are recorded at cost less accumulated depreciation and consisted of the following:

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Land	71,434	65,485
Building	1,187,836	607,857
Manufacturing equipment	273,769	244,255
Laboratory equipment	309,471	240,885
Software, electronics and office equipment	124,136	100,348
Leasehold improvements	76,568	64,680
	<hr/>	<hr/>
Property and equipment, at cost	2,043,214	1,323,510
Less: Accumulated depreciation	(528,695)	(399,105)
Construction in progress	127,159	654,018
	<hr/>	<hr/>
Property, plant and equipment, net	<u>1,641,678</u>	<u>1,578,423</u>

The Company has made a significant investment in its newly opened manufacturing and R&D center in Hopewell, New Jersey. In the year ended December 31, 2025, US\$469,006,000 of assets were placed into service. As of December 31, 2025, the Company had construction in progress of US\$91,390,000 related to the Hopewell facility, the majority of which will be put into service in 2026.

Construction in progress (“CIP”) as of December 31, 2025 and 2024 primarily related to the Hopewell facility and the research and development facility acquired in 2024. CIP by fixed asset class are summarized as follows:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Manufacturing equipment	92,673	89,897
Laboratory equipment	7,997	9,805
Building	16,442	528,629
Other	10,047	25,687
	<u>127,159</u>	<u>654,018</u>
Total	<u><u>127,159</u></u>	<u><u>654,018</u></u>

Depreciation expense for the years ended December 31, 2025 and 2024 were US\$131,615,000 and US\$166,938,000, respectively. Included within depreciation expense for the year ended December 31, 2024 is US\$59,792,000 of accelerated depreciation expense resulting from the move of production to more efficient, larger scale equipment for TEVIMBRA.

#### 10. Intangible Assets, Net

Intangible assets as of December 31, 2025 and 2024 are summarized as follows:

	December 31, 2025			December 31, 2024		
	Gross carrying amount US\$'000	Accumulated amortization US\$'000	Intangible assets, net US\$'000	Gross carrying amount US\$'000	Accumulated amortization US\$'000	Intangible assets, net US\$'000
Finite-lived intangible assets:						
Developed products	77,486	(15,291)	62,195	62,889	(12,370)	50,519
Other	8,987	(8,478)	509	8,987	(8,411)	576
	<u>86,473</u>	<u>(23,769)</u>	<u>62,704</u>	<u>71,876</u>	<u>(20,781)</u>	<u>51,095</u>
Total finite-lived intangible assets	<u><u>86,473</u></u>	<u><u>(23,769)</u></u>	<u><u>62,704</u></u>	<u><u>71,876</u></u>	<u><u>(20,781)</u></u>	<u><u>51,095</u></u>

Developed products represent post-approval milestone payments under license and commercialization agreements. The Company is amortizing the developed products over the remainder of the respective product patent or the term of the commercialization agreements.

Amortization expense for developed products is included in cost of sales-product in the accompanying consolidated statements of operations. Amortization expense for other intangible assets is included in selling, general and administrative expense in the accompanying consolidated statements of operations. The weighted-average life for each finite-lived intangible assets is approximately 10 years. Amortization expense is as follows:

	Year Ended December 31,	
	2025	2024
	US\$'000	US\$'000
Amortization expense – Cost of sales – product	10,004	4,729
Amortization expense – Selling, general and administrative	67	95
	<u>10,071</u>	<u>4,824</u>
Total	<u><u>10,071</u></u>	<u><u>4,824</u></u>

Estimated amortization expense for each of the five succeeding years and thereafter, as of December 31, 2025 is as follows:

Year Ending December 31,	Cost of Sales – Product US\$'000	Selling, General and Administrative Expense US\$'000	Total US\$'000
2026	6,226	67	6,293
2027	6,226	67	6,293
2028	6,226	67	6,293
2029	6,226	67	6,293
2030	6,226	67	6,293
2031 and thereafter	31,065	174	31,239
	<hr/>	<hr/>	<hr/>
Total	62,195	509	62,704
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

## 11. Income Taxes

The components of income (loss) before income taxes are as follows:

	Year Ended December 31,	
	2025 US\$'000	2024 US\$'000
Switzerland	189,967	277,710
U.S.	203,189	201,516
PRC	(66,300)	(263,159)
Other	89,998	(749,068)
	<hr/>	<hr/>
Total	416,854	(533,001)
	<hr/> <hr/>	<hr/> <hr/>

The current and deferred components of the income tax expense (benefit) from continuing operations are as follows:

	Year Ended December 31,	
	2025 US\$'000	2024 US\$'000
<b>Current tax expense</b>		
Switzerland	82	2
U.S.	39,305	57,222
PRC	23,133	12,331
Other	57,932	16,223
	<hr/>	<hr/>
Total	120,452	85,778
	<hr/>	<hr/>
<b>Deferred tax expense (benefit)</b>		
Switzerland	–	–
U.S.	6,039	23,556
PRC	5,450	180
Other	(2,020)	2,271
	<hr/>	<hr/>
Total	9,469	26,007
	<hr/>	<hr/>
<b>Income tax expense</b>	129,921	111,785
	<hr/> <hr/>	<hr/> <hr/>

The Company established tax residency in Switzerland upon the Continuation and adopted ASU 2023-09 on a prospective basis beginning with the year ended December 31, 2025. The following table presents the required disclosure pursuant to ASC 2023-09 and reconciles the Switzerland federal statutory tax amount and rate to the Company's actual global effective income tax amount and rate for the year ended December 31, 2025:

	<b>Year Ended December 31, 2025</b>	
	<b>US\$'000</b>	<b>Percent</b>
Income before income taxes	416,854	
Switzerland federal statutory tax rate	35,433	8.5%
State and local income tax, net of federal income tax effect <sup>1</sup>	(1,789)	(0.4)%
Foreign tax effects		
United States		
Statutory tax rate difference between the U.S. and Switzerland	25,399	6.1%
State and local income tax, net of federal income tax effect <sup>2</sup>	9,610	2.3%
Share-based payment awards	(17,702)	(4.2)%
Foreign-derived intangible income	(15,337)	(3.7)%
Unremitted earnings	6,039	1.4%
Research tax credits and incentives	(35,048)	(8.4)%
Changes in valuation allowances	47,084	11.3%
Other	960	0.2%
China		
Statutory tax rate difference between China and Switzerland	(2,122)	(0.5)%
Share-based payment awards	37,822	9.1%
Non-deductible business expenses	12,676	3.0%
Research tax credits and incentives	(23,404)	(5.6)%
Effect of changes in tax rates	5,283	1.3%
Deferred asset adjustment	10,239	2.5%
Changes in valuation allowances	(19,272)	(4.6)%
Other	3,839	0.9%
Australia		
Statutory tax rate difference between Australia and Switzerland	9,089	2.2%
Share-based payment awards	3,076	0.7%
Changes in valuation allowances	16,013	3.8%
Other	421	0.1%
Germany		
Statutory tax rate difference between Germany and Switzerland	2,453	0.6%
Share-based payment awards	2,158	0.5%
Other	(2,671)	(0.6)%
Italy		
Changes in valuation allowances	4,260	1.0%
Other	2,360	0.6%
Cayman Islands		
Statutory tax rate difference between Cayman Islands and Switzerland	4,253	1.0%
Other	59	0.0%
Japan	1,928	0.5%
Brazil	1,827	0.4%
Other foreign jurisdictions	3,055	0.7%
Changes in valuation allowance	(12,725)	(3.1)%
Changes in unrecognized tax benefits	16,208	3.9%
Other adjustments	(1,553)	(0.4)%
Effective tax rate	<u>129,921</u>	<u>31.2%</u>

<sup>1.</sup> Local taxes in Basel-Stadt canton made up the majority (greater than 50%) of the tax effect in this category.

<sup>2.</sup> State taxes in Kentucky, Tennessee, New York, and New York City made up the majority (greater than 50%) of the tax effect in this category.

The following table presents the required disclosures prior to the adoption of ASU 2023-09 and reconciles the U.S. statutory tax rate to the Company's effective income tax rate for the year ended December 31, 2024:

	<b>Year Ended December 31, 2024 US\$'000</b>
Loss before tax	(533,001)
U.S. statutory tax rate	21%
Expected taxation at U.S. statutory tax rate	<u>(111,930)</u>
Foreign and preferential tax rate differential	93,741
Non-deductible expenses	1,130
Share-based payment awards	53,446
State tax (benefit)	(7,988)
Change in valuation allowance	157,286
Tax relief credits	-
Research tax credits and incentives	(43,602)
Deductible research expenses	(13,644)
Tax on unremitted earnings	23,743
Foreign-derived intangible income	<u>(40,397)</u>
Taxation for the year	<u>111,785</u>
Effective tax rate	<u><u>(21.0)%</u></u>

Significant components of deferred tax assets (liabilities) are as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Accruals and reserves	168,454	121,549
Net operating losses carryforward	1,338,800	1,137,890
Share-based compensation	42,236	38,397
Research tax credits	40,224	34,561
Tax relief credits	704,928	704,928
Intangible asset amortization	1,020,858	1,081,442
Lease liability	14,960	11,882
R&D and other capitalized costs	<u>361,557</u>	<u>277,061</u>
Total gross deferred tax assets	3,692,017	3,407,710
Less: valuation allowance	<u>(3,648,017)</u>	<u>(3,403,505)</u>
Net deferred tax assets	44,000	4,205
Property, plant and equipment, net	(53,199)	(10,795)
Tax on unremitted earnings	(29,995)	(23,735)
Right of use asset	<u>(14,015)</u>	<u>(11,682)</u>
Total gross deferred tax liabilities	<u>(97,209)</u>	<u>(46,212)</u>
Net deferred tax assets/(liabilities)	<u><u>(53,209)</u></u>	<u><u>(42,007)</u></u>

Valuation allowances have been provided on deferred tax assets where, based on all available evidence, it was considered more likely than not that some portion or all of the recorded deferred tax assets will not be realized in future periods. After consideration of all positive and negative evidence, the Company believes that as of December 31, 2025, it is more likely than not that certain deferred tax assets will not be realized for the Company's subsidiaries in Australia, Switzerland, the U.S. and certain subsidiaries in China. For the years ended December 31, 2025 and 2024, there was an increase in the valuation allowance of US\$158,816,000 and US\$157,286,000, respectively. Adjustments could be required in the future if the Company estimates that the amount of deferred tax assets to be realized is more or less than the net amount recorded.

During 2025, the Company reevaluated its indefinite reinvestment assertions and concluded that a portion of earnings from certain subsidiaries, primarily in the U.S., Canada, Argentina and Israel, are no longer indefinitely reinvested. Accordingly, the Company recognized a deferred tax liability of US\$29,995,000, representing the estimated withholding taxes that would be incurred upon the future distribution of these earnings. The Company continues to assert that earnings in its other jurisdictions remain indefinitely reinvested. The Company has not recorded a deferred tax liability for these jurisdictions because the determination of the amount of the associated unrecognized deferred tax liability is not practicable, as it depends on the timing, manner, and tax consequences of potential future distributions, all of which remain uncertain.

The valuation allowances for the years ended December 31, 2025 and 2024 were as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Beginning balance, as of January 1	3,403,505	2,771,470
Additions/(subtractions) charged to income tax provision	158,816	157,286
Additions/(subtractions) charged to equity	50,721	497,823
Currency translation and other	34,975	(23,074)
	<u>3,648,017</u>	<u>3,403,505</u>
Ending balance, as of December 31	<u>3,648,017</u>	<u>3,403,505</u>

As of December 31, 2025 and 2024, the Company had net operating losses of approximately US\$7,598,546,000 and US\$6,720,659,000, respectively. As of December 31, 2025, net operating losses were primarily comprised of: US\$2,239,157,000 from entities in the PRC which expire in years 2026 through 2035; and US\$5,359,251,000 derived from Switzerland which expires in years 2026 through 2032. The Company has approximately US\$50,843,000 of U.S. research tax credits which will expire between 2037 and 2045 and approximately US\$704,928,000 of Switzerland tax relief credits which will expire in 2028, if not utilized.

The gross unrecognized tax benefits for the years ended December 31, 2025 and 2024 were as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Beginning balance, as of January 1	17,239	14,264
Additions based on tax positions related to prior tax years	5,957	–
Reductions based on tax positions related to prior tax years	–	–
Additions based on tax positions related to the current tax year	4,639	2,975
Reductions based on lapse of statute of limitations	–	–
	<u>27,835</u>	<u>17,239</u>
Ending balance, as of December 31	<u>27,835</u>	<u>17,239</u>

Current and prior year additions include assessment of U.S. federal and state tax credits and incentives and intercompany positions taken in China. As of December 31, 2025, the Company had US\$27,835,000 of unrecognized tax benefits substantially all of which, if recognized, would reduce the effective tax rate. The Company does not anticipate that the amount of existing unrecognized tax benefits will significantly change within the next 12 months.

The Company has elected to record interest and penalties related to income taxes as a component of income tax expense. For the year ended December 31, 2025, the Company's accrued interest and penalties were US\$2,676,000 related to positions taken in the U.S. and US\$3,264,000 related to positions taken in China. For the year ended December 31, 2024, the Company's accrued interest and penalties, where applicable, related to uncertain tax positions were not material.

The Company conducts business in a number of tax jurisdictions and, as such, is required to file income tax returns in multiple jurisdictions globally. As of December 31, 2025, Australia tax matters are open to examination for the years 2014 through 2025, China tax matters are open to examination for the years 2015 through 2025, Switzerland tax matters are open to examination for the years 2021 through 2025, and U.S. federal tax matters are open to examination for years 2016 through 2025. Other U.S. states and non-US tax jurisdictions in which the Company files tax returns remain open to examination for 2015 through 2025. Various U.S., foreign and state income tax returns are currently under examination by taxing authorities, with potential income tax liabilities estimated and updated in light of available facts and circumstances. Due to the uncertain and complex application of income tax regulations globally, it is possible that the ultimate resolution of audits may result in liabilities that could be materially different from original estimates. In such an event, the Company will record additional income tax expense or income tax benefit in the period in which such resolution occurs.

The following table summarizes income taxes paid, net of refunds received, for the year ended December 31, 2025, as required by ASU 2023-09:

	<b>Year Ended December 31, 2025 US\$'000</b>
U.S. federal	40,500
U.S. state and local	
Kentucky	6,065
Other	3,831
Foreign	
China	15,472
Australia	14,575
Italy	5,691
Other	14,547
	<hr/>
Total income taxes paid	<u><u>100,681</u></u>

The following table presents income taxes paid for the year ended December 31, 2024:

	<b>Year Ended December 31, 2024 US\$'000</b>
Income taxes paid	<u><u>69,430</u></u>

The Company qualifies for the Technology Advanced Service Enterprises and High and New Technology Enterprise status for certain subsidiaries in China, which began to expire at the end of 2025. The income tax benefits attributable to this status for the year ended December 31, 2025 is approximately US\$5,953,000, or less than US\$0.01 per share outstanding.

## 12. Supplemental Balance Sheet Information

Inventories, net consisted of the following:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Raw materials	236,190	170,584
Work in process	122,681	60,118
Finished goods	249,356	264,284
	<hr/>	<hr/>
Total inventories, net	<u>608,227</u>	<u>494,986</u>

Prepaid expenses and other current assets consist of the following:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Prepaid research and development costs	52,594	64,277
Short-term restricted cash	41,284	9,312
Prepaid taxes	42,232	23,792
Other receivables	21,781	32,828
Prepaid general and administrative expenses	22,209	21,253
Prepaid insurance	9,759	6,242
Prepaid manufacturing cost	3,935	19,333
Other current assets	18,958	15,882
	<hr/>	<hr/>
Total	<u>212,752</u>	<u>192,919</u>

Other non-current assets consist of the following:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Long-term investments	61,678	128,933
Long-term restricted cash	20,833	2,025
Rental deposits and other	10,470	8,481
Prepayment of property and equipment	4,964	5,927
Prepaid VAT	3,504	2,875
Prepaid supply cost	969	12,249
	<hr/>	<hr/>
Total	<u>102,418</u>	<u>160,490</u>

Accrued expenses and other payables consisted of the following:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Compensation related	305,055	248,348
Sales rebates and returns related	398,533	235,600
External research and development activities related	156,525	154,269
Commercial activities	118,449	77,530
Accrued general and administrative expenses	36,635	31,106
Individual income tax and other taxes	60,359	34,904
Other	33,564	21,956
	<hr/>	<hr/>
Total	<u>1,109,120</u>	<u>803,713</u>

Other long-term liabilities consist of the following:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Deferred government grant income	28,979	30,324
Pension liability	18,170	16,405
Asset retirement obligation	3,565	3,794
Other	29,531	16,212
	<hr/>	<hr/>
Total	<u>80,245</u>	<u>66,735</u>

### 13. Accounts Payable

An aging analysis of the accounts payables as of December 31, 2025 and 2024, based on the invoice date, is as follows:

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
Within 1 year	478,383	404,738
Over 1 year	652	259
	<hr/>	<hr/>
Total	<u>479,035</u>	<u>404,997</u>

The accounts payable are non-interest-bearing and repayable within the normal operating cycle or on demand.

## 14. Debt

### *Facilities Agreement*

In November 2025, BeOne Medicines Ltd. entered into the Facilities Agreement (the “Facilities Agreement”), by and among certain subsidiaries of the Company, as guarantors, the Hongkong and Shanghai Banking Corporation Limited (“HSBC”), as global coordinator, original mandated lead arranger and bookrunner, agent and security agent, and certain financial institutions listed in the Facilities Agreement, as lenders. The Facilities Agreement provides for a US\$140,000,000 U.S. dollar-denominated, 2-year, B1 revolving credit facility (the “B1 Revolving Loan Facility”), a US\$560,000,000 U.S. dollar-denominated, 2-year, B2 term loan facility (the “B2 Term Loan Facility” and, together with the B1 Revolving Loan Facility, the “B Loan Facilities”), and a RMB2,150,000,000 Renminbi-denominated, 3-year, A term loan facility (the “A Loan Facility”) (collectively, the “Loan Facilities”). Subsequently, the Company consummated the refinancing of its short-term working capital loans of US\$768,375,000 in aggregate through the proceeds from the B2 Term Loan Facility and A Loan Facility.

The following table presents outstanding borrowings under the Facilities Agreement:

	<b>As of December 31, 2025 US\$'000</b>
A Loan Facility	12,298
Less: unamortized debt issuance costs	<u>(3,235)</u>
Total short-term debt	<u><u>9,063</u></u>
A Loan Facility	295,152
B2 Term Loan Facility	560,000
Less: unamortized debt issuance costs	<u>(18,783)</u>
Total long-term debt	<u><u>836,369</u></u>

The A Loan Facility requires repayment of 4% of the aggregate amount outstanding every six months beginning on November 24, 2026, with all remaining principal outstanding due on November 24, 2028. The B2 Term Loan Facility requires repayment of 10% of the aggregate amount outstanding every three months beginning on June 15, 2027, with all remaining principal outstanding due on December 15, 2027, unless the final repayment date is extended. The Company may voluntarily prepay borrowings, in whole or in part, under the Facilities Agreement without premium or penalty. The Facilities Agreement also contains certain customary mandatory prepayment provisions in the event that the Company undergoes a change of control and in relation to disposal and insurance proceeds.

The A Loan Facility is subject to an interest rate equal to the Reference Rate (RMB) (as defined in the Facilities Agreement) plus a margin of 0.65% per annum. The B Loan Facilities are subject to an interest rate equal to the Reference Rate (USD) (as defined in the Facilities Agreement) plus a margin of 2.40% per annum. In addition to paying interest on the outstanding principal, the Company is also required to pay a commitment fee of 0.85% on the undrawn and uncanceled amounts under the Loan Facilities.

As of December 31, 2025, the B1 Revolving Loan Facility was available for borrowing. Excluding commitment fees, the interest rate for the A Loan Facility and B2 Term Loan Facility was 3.65% and 6.10%, respectively, as of December 31, 2025.

The Loan Facilities are guaranteed by BeOne Medicines UK, Ltd., BeOne Medicines US Holdings, LLC, BeOne Medicines I GmbH, BeOne Medicines (Hong Kong) Co., Limited, BeOne Medicines Aus Pty Ltd, BG NC, Ltd., BG NC, Ltd., BeOne Medicines Hopewell Urban Renewal, LLC, BeOne Medicines US Manufacturing Co., Inc., BeOne Medicines Treasury Ltd., and BeOne Medicines USA, Inc. (collectively, “Guarantors”). Except as otherwise provided by applicable law, all obligations under the Loan Facilities are unconditionally guaranteed jointly and severally by the Guarantors.

Subject to certain limitations, the Loan Facilities are secured on a first priority basis granted in favor of HSBC (as security agent on behalf of the secured parties) by: (a) a security interest in the equity interests of a member of the Company and its subsidiaries and (b) security interests in, and mortgage on, the Company's manufacturing and clinical R&D facility in New Jersey.

The Facilities Agreement contains various customary representations, warranties and covenants applicable to the Company and its subsidiaries. In addition, the Facilities Agreement contains financial covenants, including covenants requiring the maintenance of: (i) a minimum cash interest coverage ratio of not less than 5.00 to 1.00; (ii) a net leverage ratio of not greater than 2.50 to 1.00; (iii) a minimum total consolidated shareholders' equity of not less than US\$2.7 billion; (iv) a minimum cash balance held outside the PRC by the Company and the Guarantors of US\$500.0 million; (v) a maximum financial indebtedness of the Company and its subsidiaries not to exceed US\$2.0 billion; and (vi) a maximum financial indebtedness of the Company's subsidiaries that are incorporated or registered in the PRC not to exceed US\$500.0 million. The Company was compliant with the required covenants as of December 31, 2025.

In connection with the execution of the Facilities Agreement, the Company capitalized US\$23,392,000 of debt issuance costs. The Company allocated these costs among the Loan Facilities based on the maximum borrowing capacity and amortizes the costs using the effective interest method for the A Loan Facility and B2 Term Loan Facility and on a straight-line basis for the B1 Revolving Loan Facility. Non-cash interest expense related to the amortization of the debt issuance costs for the year ended December 31, 2025 was US\$692,000.

### **Other Bank Loans**

The following table summarizes the Company's short-term working capital loans and project loans of December 31, 2025 and 2024:

Lender	Borrower	Term	Maturity Date	Note	As of December 31,		
					2025 US\$'000	2024 US\$'000	
China Construction Bank	BeOne Guangzhou Biologics Manufacturing Co., Ltd.	9-year	June 11, 2027	1	21,450	16,440	
China Merchants Bank	BeOne Guangzhou Biologics Manufacturing Co., Ltd.	9-year	January 20, 2029	2	8,989	8,611	
China Merchants Bank	BeOne Guangzhou Biologics Manufacturing Co., Ltd.	9-year	November 8, 2029	3	8,497	8,148	
China CITIC Bank	BeOne Pharmaceutical (Suzhou) Co., Ltd.	10-year	July 28, 2032	4	9,294	1,384	
China Merchants Bank	BeOne Medicines Ltd.	1-year	January 21, 2026	5	-	380,000	
China Minsheng Bank	BeOne Medicines Ltd.	1-year	December 16, 2025	6	-	150,000	
China Industrial Bank	BeOne Medicines USA, Inc.	364-days	June 28, 2026	7	-	-	
China Industrial Bank	BeOne Medicines Ltd.	364-days	March 27, 2025	8	-	92,475	
China Merchants Bank	BeOne Guangzhou Biologics Manufacturing Co., Ltd.	1-year	June 5, 2025	9	-	54,800	
HSBC Bank	BeOne Medicines Ltd.	1-year	June 17, 2026	10	-	46,580	
Shanghai Pudong Development Bank	BeOne Medicines Ltd.	1-year	November 24, 2025	11	-	93,091	
Total short-term debt						<u>48,230</u>	<u>851,529</u>
China Construction Bank	BeOne Guangzhou Biologics Manufacturing Co., Ltd.	9-year	June 11, 2027	1	21,450	41,100	
China Merchants Bank	BeOne Guangzhou Biologics Manufacturing Co., Ltd.	9-year	January 20, 2029	2	20,224	27,987	
China Merchants Bank	BeOne Guangzhou Biologics Manufacturing Co., Ltd.	9-year	November 8, 2029	3	25,970	33,020	
China CITIC Bank	BeOne Pharmaceutical (Suzhou) Co., Ltd.	10-year	July 28, 2032	4	57,900	64,377	
Total long-term debt						<u>125,544</u>	<u>166,484</u>

- The credit facility offers a borrowing capacity of RMB580,000,000, denominated in RMB, and bears floating interest rates benchmarking RMB loan interest rates of financial institutions in the PRC. The loan interest rate was 3.8% as of December 31, 2025. The outstanding principal balance is payable in semi-annual installments. The Company repaid US\$17,225,000 (or RMB120,000,000) during the year ended December 31, 2025. The loan is secured by BeOne Guangzhou Biologics Manufacturing Co., Ltd.'s property ownership certificate and fixed assets.

2. The credit facility offers a borrowing capacity of RMB350,000,000, denominated in RMB, and bears floating interest rates benchmarking RMB loan interest rates of financial institutions in the PRC. The loan interest rate was 3.4% as of December 31, 2025. The outstanding principal balance is payable in quarterly installments. The Company repaid US\$8,726,000 (RMB62,857,000) during the year ended December 31, 2025. The loan is secured by Guangzhou Factory's south district land use right and certain fixed assets.
3. The credit facility offers a borrowing capacity of RMB378,000,000, denominated in RMB, and bears floating interest rates benchmarking RMB loan interest rates of financial institutions in the PRC. The loan interest rate was 3.2% as of December 31, 2025. The outstanding principal balance is payable in quarterly installments. The Company repaid US\$8,287,000 (RMB59,475,000) during the year ended December 31, 2025. The loan is secured by fixed assets placed into service in the third phase of the Guangzhou manufacturing facility's build out.
4. The credit facility offers a borrowing capacity of RMB480,000,000, denominated in RMB, and bears floating interest rate benchmarking RMB loan interest rates of financial institutions in the PRC. The loan interest rate was 3.3% as of December 31, 2025. The outstanding principal balance is payable in semi-annual installments. The Company repaid US\$1,442,000 (RMB10,100,000) during the year ended December 31, 2025. The loan is secured by BeOne Pharmaceutical (Suzhou) Co., Ltd.'s property ownership certificate of the small molecule manufacturing campus in Suzhou, China.
5. The working capital loan facility offers a borrowing capacity of up to US\$380,000,000, denominated in USD, and bears floating interest rates benchmarking the secured overnight financing rate. The Company repaid the loan with the proceeds from the Loan Facilities in the fourth quarter of 2025.
6. The working capital loan facility offers a borrowing capacity of up to US\$150,000,000, denominated in USD. The Company repaid the loan with the proceeds from the Loan Facilities in the fourth quarter of 2025.
7. The working capital loan facility offered a borrowing capacity of up to RMB675,000,000, denominated in RMB. The Company drew down the facility in the second quarter of 2025 and repaid the loan with the proceeds from the Loan Facilities in the fourth quarter of 2025.
8. The working capital loan facility offered a borrowing capacity of up to RMB675,000,000, denominated in RMB. The Company repaid the loan during the year ended December 31, 2025.
9. The working capital loan facility offers a borrowing capacity of up to RMB400,000,000, denominated in RMB. The Company repaid the loan during the year ended December 31, 2025.
10. The working capital loan facility offers a borrowing capacity of up to RMB340,000,000, denominated in RMB, and bears floating interest rates benchmarking Hong Kong interbank market rate for RMB. The Company repaid the loan with the proceeds from the Loan Facilities in the fourth quarter of 2025.
11. The working capital loan facility offers a borrowing capacity of up to RMB700,000,000, denominated in RMB. The Company repaid the loan with the proceeds from the Loan Facilities in the fourth quarter of 2025.

The Company has numerous financial and non-financial covenants on its debt obligations with the lenders above. Some of these covenants include default and/or cross-default provisions that could require acceleration of repayment of loans in the event of default. As of December 31, 2025, the Company was in compliance with all covenants of its material debt agreements.

### ***Contractual Maturities of Debt Obligations***

The aggregate contractual maturities of all borrowings due subsequent to December 31, 2025 are as follows:

<b>Maturity dates</b>	<b>Amounts US\$'000</b>
Year ending December 31, 2026	60,528
Year ending December 31, 2027	632,825
Year ending December 31, 2028	297,337
Year ending December 31, 2029	20,518
Year ending December 31, 2030	9,295
Thereafter	20,721
	<hr/>
Total	<u><u>1,041,224</u></u>

### ***Interest Expense***

Interest on bank loans is paid quarterly until the respective loans are fully settled. Excluding the amortization of debt issuance costs, interest expense on bank loans for the years ended December 31, 2025 and 2024 amounted to US\$49,950,000 and US\$46,894,000, respectively, among which, US\$12,443,000 and US\$32,158,000 was capitalized, respectively. Interest paid for the years ended December 31, 2025 and 2024, net of amounts capitalized, amounted to US\$34,428,000 and US\$19,723,000, respectively.

## **15. Product Revenue**

The Company's product revenue is primarily derived from the sale of its internally developed products BRUKINSA and TEVIMBRA in the U.S., China, and other regions; XGEVA®, BLINCYTO® and KYPROLIS® in China under a license from Amgen; REVLIMID® and VIDAZA® in China under a license from BMS; and POBEVCY® in China under a license from Bio-Thera.

The table below presents the Company's net product sales for the years ended December 31, 2025 and 2024.

	<b>Year Ended December 31,</b>	
	<b>2025 US\$'000</b>	<b>2024 US\$'000</b>
Product revenue – gross	6,730,957	4,786,744
Less: Rebates and sales returns	<u>(1,448,896)</u>	<u>(1,007,198)</u>
Product revenue – net	<u><u>5,282,061</u></u>	<u><u>3,779,546</u></u>

The following table disaggregates net product revenue by product for the years ended December 31, 2025 and 2024.

	<b>Year Ended December 31,</b>	
	<b>2025 US\$'000</b>	<b>2024 US\$'000</b>
BRUKINSA®	3,928,489	2,644,226
TEVIMBRA®	737,304	620,836
XGEVA®	305,979	224,403
BLINCYTO®	104,224	74,331
KYPROLIS®	74,974	66,171
POBEVCY®	47,400	53,509
Other	<u>83,691</u>	<u>96,070</u>
Total product revenue – net	<u><u>5,282,061</u></u>	<u><u>3,779,546</u></u>

The following table presents the roll-forward of accrued sales chargebacks, rebates, returns and other deductions for the years ended December 31, 2025 and 2024.

	<b>Rebates, Returns and Other Deductions US\$'000</b>	<b>Contra AR Accruals US\$'000</b>	<b>Total</b>
Balance at December 31, 2023	139,936	30,435	170,371
Amounts charged against product revenue	491,756	515,442	1,007,198
Payments and credits	(396,092)	(495,178)	(891,270)
	<hr/>	<hr/>	<hr/>
Balance at December 31, 2024	235,600	50,699	286,299
Amounts charged against product revenue	657,138	791,758	1,448,896
Payments and credits	(494,205)	(763,331)	(1,257,536)
	<hr/>	<hr/>	<hr/>
Balance at December 31, 2025	<u>398,533</u>	<u>79,126</u>	<u>477,659</u>

#### 16. Income (Loss) before Income Taxes

The Company's income (loss) before income taxes is derived after charging/(crediting) the following significant items (among others):

	<b>Note</b>	<b>Year Ended December 31,</b>	
		<b>2025</b>	<b>2024</b>
		<b>US\$'000</b>	<b>US\$'000</b>
Cost of inventories sold		668,540	594,089
Depreciation of property, plant and equipment	9	131,615	166,938
Research and development costs ( <i>note</i> )		2,145,868	1,953,295
Operating lease cost	8	24,899	26,575
Amortization of license rights	10	10,071	4,824
Employee benefit expense (including directors' and chief executive's remuneration):			
Wages, salaries and other benefits		1,486,452	1,305,147
Share-based compensation expenses	18	510,247	441,793
Pension scheme contributions (defined contribution scheme)		88,485	74,098
		<hr/>	<hr/>
		2,085,184	1,821,038
Foreign exchange differences, net		(4,244)	15,986
Provision/(Reversal) for expected credit losses	7	527	(1,034)
Impairment of inventories		9,542	4,066
Bank interest income		(70,505)	(69,641)

*Note:*

During the years ended December 31, 2025 and 2024, research and development costs of approximately US\$897,666,000 and US\$779,306,000 were also included in employee benefit expense.

## 17. Earnings (Loss) Per Share/ADS

The following table reconciles the numerator and denominator in the computations of earnings (loss) per share/ADS:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
<b>Numerator:</b>		
Net income (loss)	286,933	(644,786)
<b>Denominator:</b>		
Weighted-average shares outstanding – basic	1,417,803,727	1,368,746,793
Dilutive common shares equivalents	57,026,181	–
Weighted-average shares outstanding – diluted	1,474,829,908	1,368,746,793
Antidilutive common share equivalents excluded from above	1,089,967	–
<b>Earnings (loss) per share (in US\$):</b>		
Basic	0.20	(0.47)
Diluted	0.19	(0.47)
<b>Earnings (loss) per ADS (in US\$):</b>		
Basic	2.63	(6.12)
Diluted	2.53	(6.12)

For the year ended December 31, 2025, diluted earnings per share was computed using the weighted-average number of ordinary shares and the effect of potentially dilutive shares outstanding during the periods. Potentially dilutive shares consist of stock options, restricted stock units and ESPP shares. The dilutive effect of outstanding stock options, restricted stock units and ESPP shares is reflected in diluted net earnings per share using the treasury stock method.

For the year ended December 31, 2024, the Company was in a net loss position and the effects of all share options, restricted share units and ESPP shares were excluded from the calculation of diluted loss per share, as their effect would have been anti-dilutive.

Each ADS represents 13 ordinary shares. Basic and diluted earnings (loss) per ADS was derived from the basic and diluted earnings (loss) per share, respectively.

## 18. Share-Based Compensation

### *2016 Share Option and Incentive Plan*

In January 2016, in connection with its U.S. IPO, the Board and shareholders of the Company approved the 2016 Share Option and Incentive Plan (the “2016 Plan”), which became effective in February 2016. The Company initially reserved 65,029,595 ordinary shares for the issuance of awards under the 2016 Plan, plus any shares available under the 2011 Option Plan (the “2011 Plan”), and not subject to any outstanding options as of the effective date of the 2016 Plan, along with underlying share awards under the 2011 Plan that were cancelled or forfeited without issuance of ordinary shares. As of December 31, 2025, ordinary shares cancelled or forfeited under the 2011 Plan that were carried over to the 2016 Plan totaled 5,167,238. The 2016 Plan provided for an annual increase in the shares available for issuance, to be added on the first day of each fiscal year, beginning on January 1, 2017, equal to the lesser of (i) five percent (5%) of the outstanding shares of the Company’s ordinary shares on the last day of the immediately preceding fiscal year or (ii) such number of shares determined by the Company’s Board or the compensation committee. On January 1, 2018, 29,603,616 ordinary shares were added to the 2016 Plan under this provision. However, in August 2018, in connection with the Hong Kong IPO, the Board of the Company approved an amended and restated 2016 Plan to remove this “evergreen” provision and implement other changes required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HK Listing Rules”). In December 2018, the shareholders of the Company approved a second amended and restated 2016 Plan to increase the number of shares authorized for issuance by 38,553,159 ordinary shares, as well as amend the cap on annual compensation to independent directors and make other changes. In June 2020, the shareholders approved an Amendment No. 1 to the 2016 Plan to increase the number of shares authorized for issuance by 57,200,000 ordinary shares and to extend the term of the plan through April 13, 2030. The number of shares available for issuance under the 2016 Plan is subject to adjustment in the event of a share split, share dividend or other change in the Company’s capitalization.

As of December 31, 2025, share-based awards to acquire 60,641,671 ordinary shares were available for future grant under the 2016 Plan.

In order to continue to provide incentive opportunities under the 2016 Plan, the Board and shareholders of the Company approved an amendment to the 2016 Plan (the “Amendment No. 2”), which became effective as of June 22, 2022, to increase the number of authorized shares available for issuance under the 2016 Plan by 66,300,000 ordinary shares, or 5%, of the Company’s outstanding shares as of March 31, 2022. In June 2024, the shareholders approved a third amended and restated 2016 Plan to increase the number of shares authorized for issuance by 92,820,000.

### *2018 Inducement Equity Plan*

In June 2018, the Board of the Company approved the 2018 Inducement Equity Plan (the “2018 Plan”) and reserved 12,000,000 ordinary shares to be used exclusively for grants of awards to individuals who were not previously employees of the Company or its subsidiaries, as a material inducement to the individual’s entry into employment with the Company or its subsidiaries, within the meaning of Rule 5635(c)(4) of the NASDAQ Listing Rules. The 2018 Plan was approved by the Board of the Company upon recommendation of the compensation committee, without shareholder approval pursuant to Rule 5635(c)(4) of the NASDAQ Listing Rules. The terms and conditions of the 2018 Plan, and the forms of award agreements to be used thereunder, are substantially similar to the 2016 Plan and the forms of award agreements thereunder. In August 2018, in connection with the listing of the Company’s ordinary shares on The Stock Exchange of Hong Kong Limited (the “HKEX”), the Board of the Company approved an amended and restated 2018 Plan to implement changes required by the HK Listing Rules.

Upon the effectiveness of Amendment No. 2 to the 2016 Plan, on June 22, 2022, the 2018 Plan was terminated to the effect that no new equity awards shall be granted under the plan but the outstanding equity awards under the plan shall continue to vest and/or be exercisable in accordance with their terms.

## ***2018 Employee Share Purchase Plan***

In June 2018, the shareholders of the Company approved the 2018 Employee Share Purchase Plan (the “ESPP”). Initially, 3,500,000 ordinary shares of the Company were reserved for issuance under the ESPP. In August 2018, in connection with the Hong Kong IPO, the Board of the Company approved an amended and restated ESPP to remove an “evergreen” share replenishment provision originally included in the plan and implement other changes required by the HK Listing Rules. In December 2018, the shareholders of the Company approved a second amended and restated ESPP to increase the number of shares authorized for issuance by 3,855,315 ordinary shares to 7,355,315 ordinary shares. In June 2024, the shareholders of the Company approved a fourth amended and restated ESPP to increase the number of shares authorized for issuance by 5,070,000 ordinary shares to 12,425,315 ordinary shares. The ESPP allows eligible employees to purchase the Company’s ordinary shares (including in the form of ADSs) at the end of each offering period, which will generally be six months, at a 15% discount to the market price of the Company’s ADSs at the beginning or the end of each offering period, whichever is lower, using funds deducted from their payroll during the offering period. Eligible employees are able to authorize payroll deductions of up to 10% of their eligible earnings, subject to applicable limitations.

The following tables summarizes the shares issued under the ESPP:

<b>Issuance Date</b>	<b>Number of Ordinary Shares Issued</b>	<b>Market Price<sup>1</sup></b>		<b>Purchase Price<sup>2</sup></b>		<b>Proceeds US\$’000</b>
		<b>ADS US\$</b>	<b>Ordinary US\$</b>	<b>ADS US\$</b>	<b>Ordinary US\$</b>	
August 31, 2025	818,506	245.53	18.89	208.70	16.05	13,140
February 28, 2025	955,396	188.26	14.48	160.02	12.31	11,760
August 31, 2024	1,035,996	165.20	12.69	140.27	10.78	11,178
February 29, 2024	1,021,397	165.65	12.74	140.80	10.83	11,063
August 31, 2023	794,144	207.55	15.97	176.42	13.57	10,777
February 28, 2023	930,582	171.10	13.16	145.44	11.19	10,414

<sup>1</sup> The market price is the lower of the closing price on NASDAQ on the issuance date or the offering date, in accordance with the terms of the ESPP.

<sup>2</sup> The purchase price is the price which was discounted from the applicable market price, in accordance with the terms of the ESPP.

As of December 31, 2025, 3,179,780 ordinary shares were available for future issuance under the ESPP.

## ***Share options***

Generally, share options have a contractual term of 10 years and vest over a three- to five-year period, with the first tranche vesting one calendar year after the grant date or the service relationship start date and the remainder of the awards vesting on a monthly basis thereafter. Restricted shares and restricted share units generally vest over a four-year period, with the first tranche vesting one calendar year after the grant date or the service relationship start date and the remainder of the awards vesting on a yearly basis thereafter, or sometimes vest upon the achievement of pre-specified performance conditions.

The following table summarizes the Company's share option activities during the year ended December 31, 2025 under the 2011, 2016 and 2018 Plans:

	Number of Options	Weighted Average Exercise Price US\$	Weighted Average Grant Date Fair Value US\$	Weighted Average Remaining Contractual Term Years	Aggregate Intrinsic Value US\$'000
Outstanding at December 31, 2024	77,982,656	9.70			
Granted	2,527,499	19.80	10.44		
Exercised	(30,065,802)	5.61			448,698
Forfeited	<u>(2,211,642)</u>	16.61			
Outstanding at December 31, 2025	<u>48,232,711</u>	12.46		5.03	537,801
Exercisable as of December 31, 2025	<u>37,198,441</u>	11.67		4.09	446,954
Vested and expected to vest at December 31, 2025	<u>46,467,228</u>	12.36		4.91	523,265

As of December 31, 2025, the unrecognized compensation cost related to 9,268,787 unvested share options expected to vest was US\$63,875,000. This unrecognized compensation will be recognized over an estimated weighted-average amortization period of 2.4 years.

The total fair value of employee share option awards vested during the years ended December 31, 2025 and 2024 was US\$55,954,000 and US\$68,420,000, respectively.

### ***Fair value of options***

The Company uses the binomial option-pricing model in determining the estimated fair value of the options granted. The model requires the input of highly subjective assumptions including the estimated expected stock price volatility and, the exercise multiple for which employees are likely to exercise share options. For expected volatilities, the trading history and observation period of the Company's own share price is used in conjunction with historical price volatilities of ordinary shares of several comparable companies in the same industry as the Company. For the exercise multiple, the Company was not able to develop an exercise pattern as reference, thus the exercise multiple is based on management's estimation, which the Company believes is representative of the future exercise pattern of the options. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury Bills yield curve in effect at the time of grant.

The following table presents the range of fair values and the assumptions used to estimate those fair values of the share options granted in the years presented:

	Year Ended December 31,	
	2025	2024
Fair value of ordinary share	US\$8.79 ~ US\$10.76	US\$5.72 ~ US\$9.19
Risk-free interest rate	4.2% ~ 4.6%	3.8% ~ 4.6%
Expected exercise multiple	2.8	2.8
Expected volatility	56% ~ 57%	57% ~ 58%
Expected dividend yield	0%	0%
Contractual life	10 years	10 years

### ***Restricted share units***

The following table summarizes the Company's restricted share unit activities during the year ended December 31, 2025 under the 2016 and 2018 Plans:

	<b>Numbers of Shares</b>	<b>Weighted-Average Grant Date Fair Value US\$</b>
Outstanding at December 31, 2024	83,654,116	13.70
Granted	29,086,395	20.34
Vested	(26,921,973)	14.43
Forfeited	(8,737,846)	14.72
	<hr/>	
Outstanding at December 31, 2025	<u>77,080,692</u>	15.84
	<hr/>	
Expected to vest at December 31, 2025	<u>64,747,781</u>	15.84

As of December 31, 2025, the unrecognized compensation cost related to unvested restricted share units expected to vest was US\$899,790,000. This unrecognized compensation will be recognized over an estimated weighted-average amortization period of 2.7 years.

### ***Performance share units***

The following table summarizes the Company's performance share unit activities during the year ended December 31, 2025 under the 2016 Plan:

	<b>Numbers of Shares</b>	<b>Weighted-Average Grant Date Fair Value US\$</b>
Outstanding at December 31, 2024	2,176,551	12.37
Granted	1,876,056	20.38
Performance adjustments <sup>1</sup>	151,567	12.34
Forfeited	(269,542)	13.09
	<hr/>	
Outstanding at December 31, 2025	<u>3,934,632</u>	16.14
	<hr/>	
Expected to vest at December 31, 2025	<u>3,305,091</u>	16.14

1. The amount shown represents performance adjustments related primarily to the performance-based awards granted during the year ended December 31, 2024.

As of December 31, 2025, the unrecognized compensation cost related to unvested performance share units expected to vest was US\$38,878,000. This unrecognized compensation will be recognized over an estimated weighted-average amortization period of 1.9 years.

### ***Share-based compensation expense***

The following table summarizes total share-based compensation cost recognized for the years ended December 31, 2025 and 2024:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Research and development	217,440	186,113
Selling, general and administrative	292,807	255,680
Total	<u>510,247</u>	<u>441,793</u>

### **19. Accumulated Other Comprehensive Loss**

The movement of accumulated other comprehensive (loss) income was as follows:

	<b>Foreign Currency Translation Adjustments US\$'000</b>	<b>Other Adjustments US\$'000</b>	<b>Total US\$'000</b>
December 31, 2023	(87,987)	(11,459)	(99,446)
Other comprehensive loss before reclassifications	(47,565)	(2,788)	(50,353)
Amounts reclassified from accumulated other comprehensive loss <sup>1</sup>	<u>–</u>	<u>811</u>	<u>811</u>
Net-current period other comprehensive loss	<u>(47,565)</u>	<u>(1,977)</u>	<u>(49,542)</u>
December 31, 2024	<u>(135,552)</u>	<u>(13,436)</u>	<u>(148,988)</u>
Other comprehensive income before reclassifications	69,300	591	69,891
Amounts reclassified from accumulated other comprehensive loss <sup>1</sup>	<u>–</u>	<u>913</u>	<u>913</u>
Net-current period other comprehensive income	<u>69,300</u>	<u>1,504</u>	<u>70,804</u>
December 31, 2025	<u>(66,252)</u>	<u>(11,932)</u>	<u>(78,184)</u>

<sup>1</sup> The amounts reclassified from accumulated other comprehensive (loss) income were included in other (expense) income, net in the consolidated statements of operations.

### **20. Restricted Net Assets**

The Company's ability to pay dividends may depend on the Company receiving distributions of funds from its PRC subsidiaries. Relevant PRC laws and regulations permit payments of dividends by the Company's PRC subsidiaries only out of its retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. The results of operations reflected in the consolidated financial statements prepared in accordance with GAAP differ from those reflected in the statutory financial statements of the Company's PRC subsidiaries.

In accordance with the company law of the PRC, a domestic enterprise is required to provide statutory reserves of at least 10% of its annual after-tax profit until such reserve has reached 50% of its respective registered capital based on the enterprise's PRC statutory accounts. A domestic enterprise is also required to provide discretionary surplus reserve, at the discretion of the Board of the Company, from the profits determined in accordance with the enterprise's PRC statutory accounts. The aforementioned reserves can only be used for specific purposes and are not distributable as cash dividends. The Company's PRC subsidiaries were established as domestic invested enterprises and therefore were subject to the above-mentioned restrictions on distributable profits.

During the years ended December 31, 2025 and 2024, no appropriation to statutory reserves was made, because the PRC subsidiaries had an accumulated deficit as of the end of such periods.

As a result of these PRC laws and regulations, including the requirement to make annual appropriations of at least 10% of after-tax income and set aside as general reserve fund prior to payment of dividends, the Company's PRC subsidiaries are restricted in their ability to transfer a portion of their net assets to the Company.

Foreign exchange and other regulations in the PRC may further restrict the Company's PRC subsidiaries from transferring funds to the Company in the form of dividends, loans, and advances. As of December 31, 2025 and 2024, amounts restricted were the net assets of the Company's PRC subsidiaries, which, after intercompany eliminations, amounted to US\$2,012,019,000 and US\$1,709,961,000, respectively.

## **21. Employee Benefit Plans**

### ***Defined Contribution Plans***

Full-time employees of the Company in the PRC participate in a government mandated defined contribution plan, pursuant to which certain pension benefits, medical care, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require that the Company's PRC subsidiaries make contributions to the PRC government for these benefits based on certain percentage of employees' salaries. The Company has no legal obligation for such benefits beyond the contributions made. The total amounts for such employee benefits, which were expensed as incurred, were US\$107,246,000 and US\$101,779,000 for the years ended December 31, 2025 and 2024, respectively.

The Company maintains a defined contribution 401(k) savings plan (the "401(k) Plan") for U.S. employees. The 401(k) Plan covers all U.S. employees and allows participants to defer a portion of their annual compensation on a pre-tax, Roth or non-Roth after-tax basis. In addition, the Company has a matching contribution to the 401(k) Plan, matched dollar for dollar of eligible contributions up to 6% in the 2025 plan year. Company contributions to the 401(k) Plan totaled US\$24,494,000 and US\$20,839,000 in the years ended December 31, 2025 and 2024, respectively.

The Company maintains a government mandated program to cover its employees in Switzerland for pension, death, and disability. The program is considered a defined contribution plan under U.S. GAAP. Employer and employee contributions are made based on various percentages of salaries and wages that vary based on employee age and other factors. Company contributions into the program amounted to US\$4,562,000 and US\$3,825,000 in the years ended December 31, 2025 and 2024, respectively.

Company contributions into defined contribution plans for the remaining subsidiaries were immaterial.

### ***Defined Benefit Plan***

The Company maintains a defined benefit pension plan covering its employees in Switzerland (the "Swiss Pension Plan"). The Swiss Pension Plan is a government mandated fund that provides benefits to employees upon retirement, death, or disability. Contributions are made based on various percentages of participants' salaries and wages determined based on participants' age and other factors. As of December 31, 2025 and 2024, the projected benefit obligations under the Swiss Pension Plan were approximately US\$105,538,000 and US\$80,199,000, respectively, and the Swiss Pension Plan assets were approximately US\$87,368,000 and US\$63,794,000, respectively. The funded status of the Swiss Pension Plan is included in other long-term liabilities in the accompanying consolidated balance sheets.

The Company's annual contribution to the Swiss Pension Plan is estimated to be approximately US\$4,540,000 in 2026 and is expected to evolve thereafter proportionally with changes in staffing and compensation levels, actuarial assumptions and actual investment returns on plan assets.

The following table reflects the total expected benefit payments to Swiss Pension Plan participants in the upcoming 10 years and have been estimated based on the same assumptions used to measure the Company's benefit obligations as of December 31, 2025:

	<b>Amounts</b> <b>US\$'000</b>
Year ending December 31, 2026	5,766
Year ending December 31, 2027	5,622
Year ending December 31, 2028	5,581
Year ending December 31, 2029	5,734
Year ending December 31, 2030	5,876
Thereafter	29,271
	<hr/>
Total	57,850
	<hr/> <hr/>

## 22. Commitments and Contingencies

### *Purchase Commitments*

As of December 31, 2025, the Company had purchase commitments amounting to US\$205,175,000, of which US\$24,921,000 related to non-utilization fees and minimum purchase requirements for supply purchased from contract manufacturing organizations and US\$180,254,000 related to binding purchase order obligations of inventory from Amgen. The Company does not have any minimum purchase requirements for inventory from Amgen.

### *Capital Commitments*

The Company had capital commitments amounting to US\$46,431,000 for the acquisition of property, plant and equipment as of December 31, 2025 related to various facilities across the globe.

### *Co-Development Funding Commitment*

Under the Amgen Collaboration Agreement, the Company is responsible for co-funding global clinical development costs for the Amgen oncology pipeline assets up to a total cap of US\$1,250,000,000. The Company is funding its portion of the co-development costs by contributing cash and/or development services. As of December 31, 2025, the Company's remaining co-development funding commitment was US\$130,393,000.

### *Funding Commitment*

The Company had committed capital related to equity investments in the amount of US\$15,891,000. As of December 31, 2025, the remaining capital commitment was US\$5,241,000 and is expected to be paid from time to time over the investment period.

### *Other Business Agreements*

The Company enters into agreements in the ordinary course of business with contract research organizations ("CROs") to provide research and development services. These contracts are generally cancellable at any time by the Company with prior written notice.

The Company also enters into collaboration agreements with institutions and companies to license intellectual property. The Company may be obligated to make future development, regulatory and commercial milestone payments and royalty payments on future sales of specified products associated with its collaboration agreements. Payments under these agreements generally become due and payable upon achievement of such milestones or sales. These commitments are not recorded on the consolidated balance sheet because the achievement and timing of these milestones are not fixed and determinable. When the achievement of these milestones or sales have occurred, the corresponding amounts are recognized in the consolidated financial statements.

### 23. Segment and Geographic Information

Operating segments are defined as components of an enterprise for which separate financial information is available and evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company operates in one segment: pharmaceutical products. Its chief operating decision maker is the Chief Executive Officer, who makes operating decisions, assesses performance, and allocates resources on a consolidated basis.

The primary measure of segment profitability for the Company's operating segment is considered to be consolidated net income (loss). Significant segment expenses reviewed by the CODM on a regular basis included within net income (loss) include cost of product sales, research and development expenses and selling, general and administrative expenses which are separately presented on the Company's consolidated statements of operations. Other segment items within net income (loss) include interest income, interest expense, other (expense) income, net and income tax expense.

The Company's long-lived assets are primarily located in the U.S. and China.

Net product revenues by geographic area are based upon the location of the customer, and net other revenue is recorded in the jurisdiction in which the related income is expected to be sourced from. Total net revenues by geographic area are presented as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
<b>U.S. – total revenue</b>	<b>2,880,324</b>	<b>1,957,498</b>
Product revenue	2,841,246	1,950,530
Other revenue	39,078	6,968
<b>China – total revenue</b>	<b>1,679,531</b>	<b>1,411,307</b>
Product revenue	1,659,363	1,390,699
Other revenue	20,168	20,608
<b>Europe – total revenue</b>	<b>611,369</b>	<b>362,626</b>
Product revenue	609,643	359,507
Other revenue	1,726	3,119
<b>Rest of world – total revenue</b>	<b>171,809</b>	<b>78,810</b>
Product revenue	171,809	78,810
Other revenue	–	–
<b>Total Revenue</b>	<b>5,343,033</b>	<b>3,810,241</b>

## 24. Reconciliation between U.S. GAAP and International Financial Reporting Standards

The consolidated financial statements are prepared in accordance with U.S. GAAP, which differ in certain respects from International Financial Reporting Standards (“IFRS”). The effects of material differences between the financial information of the Company prepared under U.S. GAAP and IFRS are as follows:

Consolidated statement of operations data	Year ended December 31, 2025				Amounts under IFRS US\$'000
	Amounts as reported under U.S. GAAP US\$'000	IFRS adjustments			
		Share-based compensation and related tax (note (i)) US\$'000	Lease (note (iii)) US\$'000	Sale of Future Royalties (note (iv)) US\$'000	
Total revenues	5,343,033	–	–	2,902	5,345,935
Research and development	(2,145,868)	(27,626)	1,087	–	(2,172,407)
Selling, general and administrative	(2,081,489)	(26,877)	1,698	–	(2,106,668)
Interest expense	(58,234)	–	(3,388)	1,617	(60,005)
Income before income taxes	416,854	(54,503)	(603)	4,519	366,267
Income tax expense	(129,921)	(28,684)	–	–	(158,605)
Net Income	286,933	<u>(83,187)</u>	<u>(603)</u>	<u>4,519</u>	207,662
Consolidated statement of operations data	Year ended December 31, 2024				Amounts under IFRS US\$'000
	Amounts as reported under U.S. GAAP US\$'000	IFRS adjustments			
		Share-based compensation and related tax (note (i)) US\$'000	Lease (note (iii)) US\$'000		
Research and development	(1,953,295)	(21,357)	1,338		(1,973,314)
Selling, general and administrative	(1,831,056)	(17,535)	1,814		(1,846,777)
Interest income, net	47,836	–	(2,677)		45,159
Loss before income taxes	(533,001)	(38,892)	475		(571,418)
Income tax expense	(111,785)	(1,954)	–		(113,739)
Net loss	(644,786)	<u>(40,846)</u>	<u>475</u>		(685,157)

Consolidated balance sheet data	As of December 31, 2025					Amounts under IFRS US\$'000
	Amounts as reported under U.S. GAAP US\$'000	Share based compensation and tax impact (note (i)) US\$'000	IFRS adjustments			
			Preferred Shares (note (ii)) US\$'000	Lease (note (iii)) US\$'000	Sale of Future Royalties (note (iv)) US\$'000	
Accounts receivable, net	865,080	-	-	-	(16,759)	848,321
Operating lease right-of-use assets	148,184	-	-	(2,512)	-	145,672
Total assets	8,188,573	-	-	(2,512)	(16,759)	8,169,302
Accrued expenses and other payables	1,109,120	-	-	-	(14,179)	1,094,941
Sale of future royalty liability, current portion	56,714	-	-	-	(20,767)	35,947
Sale of future royalty liability, non-current portion	850,242	-	-	-	13,668	863,910
Total liabilities	3,827,379	-	-	-	(21,278)	3,806,101
Additional paid-in capital	12,759,137	83,187 317,575*	- 307,894*	- -	- -	13,467,793
Accumulated deficit	(8,319,903)	(83,187) (317,575)*	- (307,894)*	(603) (1,909)*	4,519 -	(9,026,552)
Total shareholders' equity	4,361,194	-	-	(2,512)	4,519	4,363,201
Total liabilities and shareholders' equity	8,188,573	-	-	(2,512)	(16,759)	8,169,302

Consolidated balance sheet data	As of December 31, 2024					Amounts under IFRS US\$'000
	Amounts as reported under U.S. GAAP US\$'000	Share based compensation and tax impact (note (i)) US\$'000	IFRS adjustments			
			Preferred Shares (note (ii)) US\$'000	Lease (note (iii)) US\$'000		
Operating lease right-of-use assets	139,309	-	-	-	(1,909)	137,400
Total assets	5,920,910	-	-	-	(1,909)	5,919,001
Additional paid-in capital	12,087,908	40,846 276,729*	- 307,894*	- -	- -	12,713,377
Accumulated deficit	(8,606,836)	(40,846) (276,729)*	- (307,894)*	- (2,384)*	475 (2,384)*	(9,234,214)
Total equity	3,332,222	-	-	-	(1,909)	3,330,313

\* IFRS adjustments brought forward from prior years.

Notes:

**(i) Share based compensation and related tax**

Under U.S. GAAP, the Company has elected to recognize compensation expense using the straight-line method for all employee equity awards granted with graded vesting based on service conditions provided that the amount of compensation cost recognized at any date is at least equal to the portion of the grant date value of the options that are vested at that date.

Under IFRS, the accelerated method is required to recognize compensation expense for all employee equity awards granted with graded vesting.

A difference of US\$54,503,000 arose between the amount of share-based compensation (included in research and development expenses, and selling, general and administrative expenses) recognized under U.S. GAAP and IFRS for the year ended December 31, 2025 (2024: US\$38,892,000).

Under IFRS, the excess tax benefit resulting from the pre-tax deductible amount arising from U.S. employee share-based payments over the cumulative share-based payment-related expenses recognized for accounting purposes should be recorded in shareholders' equity rather than in current income tax expenses/benefits under U.S. GAAP.

**(ii) Preferred Shares**

Prior to the Company's U.S. IPO, the Company had Preferred Shares, which were converted into ordinary shares at the time of the U.S. IPO. Under U.S. GAAP, the Preferred Shares issued by the Company are classified as mezzanine equity as these convertible preferred shares are redeemable upon the occurrence of a conditional event (i.e., Liquidation Transaction). The holders of the Preferred Shares have a liquidation preference upon the occurrence of the conditional event. The conversion options and contingent redemption options of the convertible preferred shares do not qualify for bifurcation accounting because the conversion options are clearly and closely related to the host instrument and the underlying ordinary shares of the conversion options and redemption options are not publicly traded nor readily convertible into cash. No beneficial conversion features are recognized for the convertible preferred shares as the fair values per ordinary share at the respective commitment dates were less than the most favorable conversion prices. The Company concluded that the Preferred Shares are not redeemable currently and is not probable that the Preferred Shares will become redeemable because the likelihood of the Liquidation Transaction is remote. Therefore, no adjustment will be made to the initial carrying amount of the Preferred Shares until it is probable that they will become redeemable.

Under IFRS, the Preferred Shares were regarded as a hybrid instrument consisting of a host debt instrument and a conversion option as a derivative. This was the result of certain redemption triggering events of the Preferred Shares being outside the control of the ordinary shareholders of the Company. In addition, the holders of the Preferred Shares were entitled to convert the Preferred Shares into a variable number of the Company's ordinary shares upon occurrence of certain anti-dilution events. Under IFRS, the Company initially recorded all of the Preferred Shares as financial liabilities at fair value, with subsequent changes in the amount of the fair value of the Preferred Shares recognized in the statement of operations in the year in which they arose. Hence, all the fair value changes in the Preferred Shares of US\$307,894,000 prior to the conversion into the Company's ordinary shares in February 2016 was recognized in the statement of operations under IFRS and the cumulative effect of such fair value changes was recognized in the additional paid in capital account upon the conversion of the Preferred Shares into the ordinary shares. The effect of such IFRS adjustments on accumulated deficit and additional paid in capital was US\$307,894,000 which was all carried forward to opening balance sheets of subsequent financial years/periods.

**(iii) Lease**

As a lessee, the Company recognized a lease liability based on the present value of the total remaining lease payments, and a corresponding right of use asset under U.S. GAAP. The Company subsequently recognize an operating lease expense on straight line basis over the lease term.

IFRS 16, Lease requires entities to present interest expense on the lease liability and depreciation on the right-of-use assets separately in the statement of operations. This will change the allocation of expenses and the total amount of expenses recognized for each period of the lease term. The combination of a straight-line depreciation of the right-of-use asset and the effective interest rate method applied to the lease liability will result in a higher total charge to profit or loss in the initial years of the lease terms, and a decreasing expense during the latter years of the lease terms.

**(iv) Sale of Future Royalties**

Under U.S. GAAP, the Company recognizes the sale of future royalties as debt and determines an effective interest rate based on revised estimates of remaining cash flows. The rate will be the discount rate that equates the present value of the revised estimate of remaining cash flows with the carrying amount of the debt, and it will be used to recognize interest expense for the remaining periods.

Under IFRS, the Company recognizes the sale of future royalties as deferred revenue and recognized on the straight-line basis over time. As the contract contains a significant financing component, revenue recognized under the contract includes the interest expense accreted on the contract liability under the effective interest method. The discount interest rate shall not be changed due to subsequent changes in market or customer credit risks after contract inception.

**25. Statement of Financial Position and Reserves of the Company**

	As of December 31,	
	2025	2024
	US\$'000	US\$'000
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	584,216	400,135
Prepaid expenses and other current assets	180,495	249,016
Total current assets	764,711	649,151
Non-current assets:		
Loans to subsidiaries	1,710,737	1,731,266
Investment in wholly owned subsidiaries	3,314,162	2,081,335
Other non-current assets	41,658	114,728
Total assets	5,831,268	4,576,480
<b>Liabilities and shareholders' equity</b>		
Current liabilities:		
Accrued expenses and other payables	254,815	312,957
Indebtedness to subsidiaries	253,194	–
Research and development cost share liability, current portion	64,345	111,154
Short-term debt	9,063	762,146
Total current liabilities	581,417	1,186,257

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Non-current liabilities:		
Long-term debt	836,369	–
Research and development cost share liability, non-current portion	–	54,286
Other long-term liabilities	52,288	3,714
Total liabilities	<u>1,470,074</u>	<u>1,244,257</u>
Total shareholders' equity	<u>4,361,194</u>	<u>3,332,223</u>
Total liabilities and shareholders' equity	<u><u>5,831,268</u></u>	<u><u>4,576,480</u></u>

***A summary of the Company's reserves is as follows:***

	Ordinary Shares Issued	Effect of Redomiciliation <sup>1</sup> Shares	Total Outstanding Shares	Ordinary Shares Issued US\$'000	Additional Paid-In Capital US\$'000	Accumulated Other Comprehensive Income/(Loss) US\$'000	Accumulated Deficit US\$'000	Total US\$'000
Balance at December 31, 2023	<u>1,359,513,224</u>	<u>–</u>	<u>1,359,513,224</u>	<u>135</u>	<u>11,598,688</u>	<u>(99,446)</u>	<u>(7,962,050)</u>	<u>3,537,327</u>
Use of shares reserved for share option exercises	(2,258,161)	–	(2,258,161)	–	–	–	–	–
Exercise of options, ESPP and release of RSUs	30,112,641	–	30,112,641	3	45,550	–	–	45,553
Deconsolidation of a subsidiary	–	–	–	–	2,052	–	–	2,052
Share-based compensation	–	–	–	–	441,618	–	–	441,618
Other comprehensive loss	–	–	–	–	–	(49,542)	–	(49,542)
Net loss	–	–	–	–	–	–	(644,786)	(644,786)
Balance at December 31, 2024	<u>1,387,367,704</u>	<u>–</u>	<u>1,387,367,704</u>	<u>138</u>	<u>12,087,908</u>	<u>(148,988)</u>	<u>(8,606,836)</u>	<u>3,332,222</u>
Issuance of shares reserved for share option exercises	109,709,434	(112,772,594)	(3,063,160)	–	–	–	–	–
Exercise of options, ESPP and release of RSUs	43,898,760	12,872,314	56,771,074	6	195,895	–	–	195,901
Share-based compensation	–	–	–	–	510,857	–	–	510,857
Withholding taxes from share- based awards	–	–	–	–	(35,523)	–	–	(35,523)
Other comprehensive income	–	–	–	–	–	70,804	–	70,804
Net income	–	–	–	–	–	–	286,933	286,933
Balance at December 31, 2025	<u>1,540,975,898</u>	<u>(99,900,280)</u>	<u>1,441,075,618</u>	<u>144</u>	<u>12,759,137</u>	<u>(78,184)</u>	<u>(8,319,903)</u>	<u>4,361,194</u>

- Upon effectiveness of the Continuation, ordinary shares (including in the form of ADS) held by the Company or one of its controlled subsidiaries immediately prior to the effective date of the Continuation became part of the Company's issued but not outstanding share capital and are considered ordinary shares of the Company, or "treasury shares" under Swiss law. The Company expects to use these treasury shares in the future to satisfy obligations to deliver shares in connection with awards granted under the Company's equity incentive plans and agreements.

The above statement of financial position of the Company have been prepared in accordance with U.S. GAAP, and in conformity with the disclosure requirements of the HK Listing Rules and the Hong Kong Companies Ordinance.

Certain comparative amounts of the statement of financial position of the Company have been reclassified to conform with the current year's presentation.

## **26. Dividends**

The Board of the Company did not recommend the distribution of any annual dividend for the year ended December 31, 2025 (year ended December 31, 2024: nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### *Non-GAAP Financial Measures*

*We provide certain financial measures that are not defined under accounting principles generally accepted in the United States of America (“GAAP”), commonly referred to as non-GAAP financial measures, including Adjusted Operating Expenses, Adjusted Income (Loss) from Operations, Adjusted Net Income (Loss), Adjusted Earnings Per Share, Free Cash Flow and certain other non-GAAP measures, each of which include adjustments to GAAP figures. These non-GAAP measures are intended to provide additional information on our operating performance. Adjustments to our GAAP figures exclude, as applicable, non-cash items such as share-based compensation, depreciation and amortization. Certain other special items or substantive events may also be included in the non-GAAP adjustments periodically when their magnitude is significant within the periods incurred. Non-GAAP adjustments are tax effected to the extent there is US GAAP current tax effect. The Company currently records a valuation allowance on its net deferred tax assets, so there is no net impact recorded for deferred tax effects in our tax expense. We maintain an established non-GAAP policy that guides the determination of what items may be excluded in non-GAAP financial measures. We believe that these non-GAAP measures, when considered together with the GAAP figures, can enhance an overall understanding of our operating performance. The non-GAAP financial measures are included with the intent of providing investors with a more complete understanding of our historical and expected financial results and trends and to facilitate comparisons between periods and with respect to projected information. In addition, these non-GAAP financial measures are among the indicators BeOne’s management uses for planning and forecasting purposes and measuring our performance. These non-GAAP financial measures should be considered in addition to, and not as a substitute for, or superior to, GAAP financial measures. The non-GAAP financial measures used by BeOne may be calculated differently from, and therefore may not be comparable to, non-GAAP financial measures used by other companies.*

### **Overview**

Our full year results show topline growth and a strong liquidity position to support ongoing operations and strategic priorities. BRUKINSA is the global revenue leader in the BTK inhibitor class and TEVIMBRA continues to gain new indications and expanded reimbursement in multiple markets. Our late-stage hematology assets are approaching commercialization and our solid tumor portfolio continues to deliver encouraging data.

Key highlights for the full year 2025 are as follows:

- Total global revenues of US\$5.3 billion in the full year, increases of 40.2%, compared to the prior year;
- Global BRUKINSA revenues of US\$3.9 billion for the full year 2025, increases of 48.6%, compared to the prior year; and
- GAAP diluted earnings per American Depositary Share (“ADS”) of US\$2.53 for the full year, non-GAAP diluted earnings per ADS of US\$8.09 for the full year.

## Recent Business Developments

On December 7, 2025, we announced new data on sonrotoclax, a next-generation investigational BCL2 inhibitor, demonstrating meaningful clinical benefit as monotherapy and in combination across B-cell malignancies, and in January 2026, we received the first approval of sonrotoclax for adult patients with relapsed/refractory (“R/R”) mantle cell lymphoma (“MCL”) and R/R chronic lymphocytic leukemia (“CLL”)/small lymphocytic lymphoma (“SLL”).

On November 26, 2025, we announced that the U.S. Food and Drug Administration (“FDA”) accepted and granted Priority Review to a New Drug Application (“NDA”) for sonrotoclax for the treatment of adult patients with R/R MCL, following treatment with a Bruton’s tyrosine kinase (“BTK”) inhibitor.

On November 17, 2025, we announced positive top-line results from the Phase 3 HERIZON-GEA-01 trial evaluating ZIIHERA<sup>®</sup> (zanidatamab), a HER2-targeted bispecific antibody, in combination with chemotherapy, with or without PD-1 inhibitor TEVIMBRA<sup>®</sup> (tislelizumab), as first-line treatment for HER2-positive (“HER2+”) locally advanced or metastatic gastroesophageal adenocarcinoma (“GEA”), including cancers of the stomach, gastroesophageal junction, and esophagus.

On November 13, 2025, we entered into the Facilities Agreement (the “Facilities Agreement”) with The Hongkong and Shanghai Banking Corporation Limited (“HSBC”) and certain financial institutions listed in the Facilities Agreement as lenders. The Facilities Agreement provides senior secured financing consisting of a U.S. dollar-denominated, B1 revolving loan facility in an aggregate principal amount of US\$140 million (the “B1 Revolving Loan Facility”), a U.S. dollar-denominated, B2 term loan facility in an aggregate principal amount of US\$560 million (the “B2 Term Loan Facility” and, together with the B1 Revolving Loan Facility, the “B Loan Facilities”); and a Renminbi-denominated, A term loan facility in an aggregate principal amount of approximately US\$300 million (the “A Loan Facility”) (collectively, the “Loan Facilities”). The A Loan Facility matures 36 months after the first utilization date of such facility and, unless extended, the B Loan Facilities mature 24 months after the first utilization date of a B Loan Facility. Subject to certain limitations, the Loan Facilities are secured on a first priority basis granted in favor of HSBC by a security interest in the equity interests of a number of our subsidiaries and security interests in, and mortgage on, our manufacturing and clinical R&D facility in New Jersey. The Facilities Agreement contains certain affirmative and negative covenants, as well as financing covenants applicable to the Loan Facilities. The A Loan Facility is subject to an interest rate equal to the Reference Rate (RMB) (as defined in the Facilities Agreement) plus a margin of 0.65% per annum. The B Loan Facilities are subject to an interest rate equal to the Reference Rate (USD) (as defined in the Facilities Agreement) plus a margin of 2.40% per annum. Subsequently, on December 16, 2025, we utilized a portion of the proceeds from borrowings under the Facilities Agreement to repay in full all outstanding amounts owed under the Company’s Facility Agreement, dated as of December 9, 2024, by and between the Company and China Merchants Bank Co., Ltd. (the “CMB Credit Facility”), and terminated all commitments by the lender to extend further credit under the CMB Credit Facility and all guarantees and security interests granted by the Company to the lender under the CMB Credit Facility.

On August 25, 2025, BeOne Medicines Ltd. entered into a Royalty Purchase Agreement (the “Royalty Agreement”) with Royalty Pharma plc (“Royalty Pharma”), pursuant to which we agreed to sell a significant portion of our rights to royalty payments from Amgen based on annual net revenue from sales outside of China of any and all products that consist of Amgen’s IMDELLTRA®. Under the terms of the Royalty Agreement, we received a non-refundable upfront payment of US\$885 million upon the closing of the Royalty Agreement, and subsequently exercised our option to sell to Royalty Pharma an additional portion of our rights to royalty payments for approximately US\$26 million. We will share in a portion of the royalties on annual ex-China net revenue from IMDELLTRA® above US\$1.5 billion, and will maintain royalty and all other rights to other assets under the terms of the existing collaboration with Amgen, including xaloritamig, a first-in-class STEAP1 x CD3 XmAb currently being studied in patients with metastatic castration-resistant prostate cancer (mCRPC). The upfront payment received from Royalty Pharma is classified as a financing liability according to ASC 470, *Debt*. The repayment of this obligation to Royalty Pharma will be made upon the receipt of royalties from Amgen throughout the royalty period, which is anticipated to extend at least through 2041.

## FUTURE AND OUTLOOK

We were founded with the vision to create an integrated biopharmaceutical company to address challenges in the pharmaceutical industry, creating impactful medicines that will be affordable and accessible to far more patients around the world. Our global development “superhighway” was uniquely built to address an increasingly challenged industry and improve R&D returns.

**We have built a substantial global clinical team of approximately 3,800 people on six continents, allowing us to run clinical trials largely without reliance on CROs.** We believe independence from traditional CRO models allows us to execute more cost-efficient development and achieve faster time to clinical proof-of-concept. It also allows us to expand the reach of our clinical sites, which supports diverse participation and the collection of robust data across all patient demographics. Our demonstrated ability to complete large-scale, multi-regional clinical trials is an important strategic competitive advantage and addresses an immense challenge in the pharmaceutical industry.

**We have built a highly productive and cost-effective oncology research team with 1,200+ scientists, allowing us to drive serial innovation to enable sustained market leadership.** Our efforts have been validated by commercial approvals, clinical data, and collaborations that have secured US\$1.5 billion in collaboration payments to our company. We design each research program with a differentiated biological hypothesis, which has resulted in multiple commercially approved medicines and a pipeline of wholly-owned assets with potential for combinations and depth in key tumor types. We have invested in diverse technology platforms to pursue innovation, including small molecules, CDAC protein degraders, bispecific antibodies, tri-specific antibodies, and ADCs allowing us access to diverse modalities and to advance science with urgency and agility. Our CDAC platform, in particular, offers a differentiated approach from small molecules with its catalytic activity, higher barrier to resistance, and scaffold function disruption. We have more than 20 CDAC and degrader-antibody conjugate programs progressing through our discovery, investigational new drug (“IND”) and clinical development stages. Our research and innovation capabilities are optimized for discovering high-quality and impactful medicines for patients in a highly productive and cost-effective way.

**We have built a strong commercial portfolio, with BRUKINSA and TEVIMBRA® driving global revenue.**

### *Expanding our Foundational Hematology Franchise*

Our hematology franchise is led by BRUKINSA, which is supported by a broad clinical program with over 7,900 patients enrolled in more than 30 countries and regions across more than 45 trials. We continue to broaden our leadership in hematology, utilizing BRUKINSA as our foundational asset. We are focused on lifecycle management to build a sustainable hematology franchise maximizing value for our company, shareholders and patients globally. BRUKINSA has allowed us to build a strong franchise in hematology-oncology and we plan to expand our leadership in CLL with our wholly-owned, emerging best-in-class hematology pipeline consisting of sonrotoclax and our BTK-CDAC, while amplifying our impact in other B-cell malignancies. We are the only company offering potentially best-in-class, foundational medicines across the three key mechanisms of action in CLL, with BRUKINSA, sonrotoclax and our BTK-CDAC. These assets show promise to offer best-in-disease combinations, and we have comprehensive registrational programs to address patient need in both the treatment naïve and relapsed settings, and with continuous use or fixed duration regimens.

## ***Expanding Access to our PD-1 Inhibitor for Patients Worldwide and Building Global Commercial Capabilities to Support our Prolific Pipeline***

Our solid tumor franchise is led by our anti-PD-1 monoclonal antibody, TEVIMBRA, which is currently approved in the U.S., EU, China and other countries. We intend to expand TEVIMBRA's global footprint through ongoing submissions and approvals, including submissions based on the HERIZON-GEA-01 trial. We are also developing a hyaluronidase-free, high-concentration subcutaneous formulation of TEVIMBRA which we believe will be competitive in global markets. With TEVIMBRA and the potentially best-in-class solid tumor pipeline assets, we are well-positioned to build our solid tumor business and deliver innovative therapies and combinations to patients.

**We have a global commercial organization to deliver medicines to patients around the globe.** We have established commercial capabilities in key large commercial markets of the U.S., EU and China, and continue our rapid expansion of capabilities into the Asia Pacific, Latin America, and Middle East regions, driving the delivery of highly effective and differentiated medicines to patients around the globe. This has enabled a geographically diversified revenue mix and a truly global business.

**Our business model is sustainable and results in a strong global financial profile.** We believe we are financially well-positioned with cash and cash equivalents of US\$4.5 billion and debt of US\$1.0 billion as of December 31, 2025. Our product revenue has grown 39.8% since 2024 from our current portfolio and cornerstone assets, which we expect to grow significantly in 2026 and beyond. We achieved GAAP net income and non-GAAP net income for the first time in fiscal year 2025. We generated net cash provided by operating activities of US\$1.1 billion and positive free cash flow in 2025. We will continue to be thoughtful and strategic in how we deploy our capital, and consistent with previous collaborations, we will actively explore partnerships that strengthen our business. We are committed to generating long-term value for our shareholders.

## FINANCIAL REVIEW

### Results of Operations

#### *Comparison of the Years Ended December 31, 2025 and 2024*

The following table summarizes our results of operations for the years ended December 31, 2025 and 2024:

	Year Ended December 31,		Change	
	2025	2024		%
	(US dollars in thousands)			
Revenues				
Product revenue, net	5,282,061	3,779,546	1,502,515	39.8%
Other revenue	60,972	30,695	30,277	98.6%
Total revenues	5,343,033	3,810,241	1,532,792	40.2%
Cost of sales – product	668,540	594,089	74,451	12.5%
Gross profit	4,674,493	3,216,152	1,458,341	45.3%
Operating expenses				
Research and development	2,145,868	1,953,295	192,573	9.9%
Selling, general and administrative	2,081,489	1,831,056	250,433	13.7%
Total operating expenses	4,227,357	3,784,351	443,006	11.7%
Income (loss) from operations	447,136	(568,199)	1,015,335	(178.7)%
Interest income	70,505	69,641	864	1.2%
Interest expense	(58,234)	(21,805)	(36,429)	167.1%
Other expense, net	(42,553)	(12,638)	(29,915)	236.7%
Income (loss) before income tax expense	416,854	(533,001)	949,855	(178.2)%
Income tax expense	129,921	111,785	18,136	16.2%
Net income (loss)	286,933	(644,786)	931,719	(144.5)%

## Revenue

Total revenue increased by US\$1.5 billion to US\$5.3 billion for the year ended December 31, 2025, from US\$3.8 billion for the year ended December 31, 2024, primarily due to increased sales of BRUKINSA, TEVIMBRA, as well as increased sales of in-licensed products from Amgen.

Net product revenue consisted of the following:

	Year Ended December 31,		Changes	%
	2025	2024		
	(US dollars in thousands)			
BRUKINSA®	3,928,489	2,644,226	1,284,263	48.6%
TEVIMBRA®	737,304	620,836	116,468	18.8%
XGEVA®	305,979	224,403	81,576	36.4%
BLINCYTO®	104,224	74,331	29,893	40.2%
KYPROLIS®	74,974	66,171	8,803	13.3%
POBEVCY®	47,400	53,509	(6,109)	(11.4)%
Other	83,691	96,070	(12,379)	(12.9)%
<b>Total product revenue</b>	<b>5,282,061</b>	<b>3,779,546</b>	<b>1,502,515</b>	<b>39.8%</b>

Net product revenue increased for the year ended December 31, 2025, compared to the prior year, primarily due to increased sales of BRUKINSA globally, driven by significant growth in the U.S. and Europe. In addition, product revenues in 2025 were positively impacted by growth from in-licensed products from Amgen and TEVIMBRA.

Global sales of BRUKINSA totaled US\$3.9 billion for the year ended December 31, 2025, representing a 48.6% increase compared to the prior year. U.S. sales of BRUKINSA totaled US\$2.8 billion for the year ended December 31, 2025 compared to US\$2.0 billion in the prior year, representing growth of 45.1%, driven primarily by robust demand growth across all indications and modest benefit due to net pricing. BRUKINSA continues to maintain its leading new patient share across the BTKi class due to its differentiated, best-in-class clinical profile. BRUKINSA sales in the EU totaled US\$596.4 million for the year ended December 31, 2025, representing growth of 66.2% compared to the prior-year period, driven by continued gains in market share across all major markets, including Germany, Italy, Spain, France and the UK. BRUKINSA sales in China totaled US\$344.1 million for the year ended December 31, 2025, representing growth of 33.3% compared to the prior year.

Sales of TEVIMBRA totaled US\$737.3 million for the year ended December 31, 2025, representing a 18.8% increase compared to the prior year.

Other revenue totaled US\$61.0 million and US\$30.7 million for the years ended December 31, 2025 and 2024, respectively, primarily related to royalty revenue under the Amgen collaboration and revenue generated under the Novartis broad markets marketing and promotion agreement.

## Gross Margin

Gross margin on global product sales increased to US\$4.6 billion, or 87.3% as a percentage of sales, for the year ended December 31, 2025, compared to US\$3.2 billion, or 84.3% as a percentage of sales, for the year ended December 31, 2024. The gross margin percentage increased due to a proportionally higher sales mix of global BRUKINSA compared to other products in our portfolio. Gross margin also benefited from production productivity improvements resulting in lower costs for both BRUKINSA and TEVIMBRA. These increases were slightly offset by period costs of US\$33.9 million related to the re-positioning of our manufacturing capacity during 2025. On an adjusted basis, which does not include depreciation and amortization, gross margin as a percentage of product sales increased to 87.8% for the year ended December 31, 2025, from 85.5% in the prior year.

## Research and Development Expense

Research and development expense increased by US\$192.6 million, or 9.9%, to US\$2.1 billion for the year ended December 31, 2025, from US\$2.0 billion for the year ended December 31, 2024. The following table summarizes the external cost of development programs, upfront license and development milestone fees, and internal research and development expense for the years ended December 31, 2025 and 2024:

	Year Ended December 31,		Changes	
	2025	2024		%
	(US dollars in thousands)			
External research and development expense:				
Cost of development programs	753,868	539,446	214,422	39.7%
Upfront license and development milestone fees	709	114,049	(113,340)	(99.4)%
Amgen co-development expenses <sup>1</sup>	104,143	75,165	28,978	38.6%
	<u>858,720</u>	<u>728,660</u>	<u>130,060</u>	<u>17.8%</u>
Total external research and development expenses	858,720	728,660	130,060	17.8%
Internal research and development expenses	1,287,148	1,224,635	62,513	5.1%
	<u>2,145,868</u>	<u>1,953,295</u>	<u>192,573</u>	<u>9.9%</u>
<b>Total research and development expenses</b>	<b>2,145,868</b>	<b>1,953,295</b>	<b>192,573</b>	<b>9.9%</b>
<b>Adjusted research and development expense<sup>2</sup></b>	<b>1,855,979</b>	<b>1,668,368</b>	<b>187,611</b>	<b>11.2%</b>

<sup>1</sup> Our co-funding obligation for the development of the pipeline assets under the Amgen collaboration for the year ended December 31, 2025 totaled US\$205.2 million, of which US\$104.1 million was recorded as R&D expense. The remaining US\$101.1 million was recorded as a reduction for the R&D cost share liability.

<sup>2</sup> Adjusted research and development expense is intended to provide investors and others with information about our performance without the effect of items that, by their nature, tend to obscure core operating results due to potential variability across periods based on the timing, frequency and magnitude of such items. Refer to Non-GAAP Financial Measures and Non-GAAP Reconciliation in this MD&A for more information about, and a detailed reconciliation of, these items.

The increase in external research and development expenses for the year ended December 31, 2025 was primarily attributable to an increase in external costs of development programs primarily due to advancing preclinical programs into the clinic and early clinical programs into late stage, including sonrotoclax (BCL2i), as well as higher Amgen co-development expenses offset by lower development upfront and milestone fees.

Internal research and development expense increased US\$62.5 million, or 5.1%, to US\$1.3 billion for the year ended December 31, 2025 from US\$1.2 billion in the prior year, and was primarily attributable to the expansion of our global development organization and our clinical and preclinical drug candidates, as well as our continued efforts to internalize research and clinical trial activities.

### *Selling, General and Administrative Expense*

	Year Ended December 31,		Changes	
	2025	2024		%
	(US dollars in thousands)			
<b>Selling, general and administrative expense</b>	2,081,489	1,831,056	250,433	13.7%
<b>Adjusted selling, general and administrative expense<sup>1</sup></b>	1,743,118	1,549,864	193,254	12.5%

<sup>1</sup> Adjusted selling, general and administrative expense is intended to provide investors and others with information about our performance without the effect of items that, by their nature, tend to obscure core operating results due to potential variability across periods based on the timing, frequency and magnitude of such items. Refer to Non-GAAP Financial Measures and Non-GAAP Reconciliation in this MD&A for more information about, and a detailed reconciliation of, these items.

Selling, general and administrative expense increased by US\$250.4 million, or 13.7%, to US\$2.1 billion for the year ended December 31, 2025, from US\$1.8 billion for the year ended December 31, 2024. The increase was primarily attributable to continued investment in global commercial expansion primarily in the U.S. and Europe. Selling, general and administrative expenses as a percentage of product sales were 39.4% for the year ended December 31, 2025 compared to 48.4% in the prior-year period.

### *Interest Income*

Interest income increased by US\$0.9 million, or 1.2%, to US\$70.5 million for the year ended December 31, 2025, compared to US\$69.6 million for the year ended December 31, 2024. Interest income remained materially consistent, due to lower interest rates earned on our cash and cash equivalents offset by a higher cash and cash equivalents balance.

### *Interest Expense*

Interest expense increased by US\$36.4 million, or 167.1%, to US\$58.2 million for the year ended December 31, 2025, compared to US\$21.8 million for the year ended December 31, 2024. Interest expense increased resulting from interest expense recorded under the effective interest method related to the sale of future royalty liability, higher interest rates on debt balances and lower interest capitalized related to completion of certain phases of our Hopewell facility.

### *Other Expense, Net*

Other expense, net for the year ended December 31, 2025 was US\$42.6 million, due to impairment losses recognized on our equity investments partially offset by government subsidy income and foreign exchange gains.

Other expense, net for the year ended December 31, 2024 was US\$12.6 million, due to foreign exchange losses, primarily from holding net monetary assets denominated in the RMB at certain U.S. dollar functional entities, including BeOne Medicines Ltd. (the “Parent Company”), and unrealized losses on equity investments, partially offset by government subsidy income.

### *Income Tax Expense*

Our total income tax expense is substantially equal to our current tax expense and thus does not reflect any deferred tax benefits related to our net deferred tax assets due to the ASC 740, *Income Taxes* requirement to establish a valuation allowance against all such assets in all jurisdictions, thereby negating the tax benefit in the income statement, due to our three-year cumulative loss position. Our discussion of income tax expense below is thus based on a comparison of our current tax expense in 2025 versus 2024.

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Current tax expense	120,452	85,778
Net deferred tax benefit	(149,347)	(131,279)
Increase in valuation allowance	158,816	157,286
	<u>129,921</u>	<u>111,785</u>
Total income tax expense	<u>129,921</u>	<u>111,785</u>

Income tax expense was US\$129.9 million (US\$120.5 million current tax) for the year ended December 31, 2025 compared with US\$111.8 million (US\$85.8 million current tax) for the year ended December 31, 2024. The current income tax expense for the year ended December 31, 2025 was primarily attributable to higher currently taxable income primarily in China, Australia, and Italy, that resulted in an increase of US\$52.6 million offset with lower current tax in the U.S. of US\$17.9 million. The decrease in the U.S. was driven by positive impacts of OBBBA, while the increase in other jurisdictions’ higher current taxable income was driven by (a) the increase in current year valuation allowances on short-term deferred tax assets that are triggered by our three-year cumulative loss position at a consolidated level, (b) increase in uncertain tax liabilities and (c) return to provision adjustments.

Given the Company’s recent history of earnings, management believes that there is a reasonable possibility that, within the next twelve months, sufficient positive evidence may become available to allow management to reach a conclusion that a significant portion of the valuation allowance recorded against the deferred tax assets held will be reversed. The reversal would result in an income tax benefit for the quarterly and annual fiscal period in which the Company releases the valuation allowance. However, the exact timing and amount of the valuation allowance release are subject to change on the basis of the level of profitability that the Company actually achieves. Prior to reversal, income tax expense should trend with earnings per historical relationship.

On July 4, 2025, the reconciliation bill (H.R. 1), commonly referred to as the OBBBA, was signed into law and includes a broad range of tax reform provisions. The OBBBA allows an elective deduction for domestic research and development expenses and, a reinstatement of elective 100% first-year bonus depreciation effective in tax year 2025, and a more favorable tax rate on foreign-derived deduction eligible income effective in tax year 2026. The impact of certain elective provisions of the OBBBA has been included in the 2025 tax provision, resulting in a reduction of U.S. income tax expense within our consolidated financial statements.

## Non-GAAP Reconciliation

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>(US dollars in thousands, except for per share data)</b>	
<b>Reconciliation of GAAP to adjusted cost of sales – products:</b>		
GAAP cost of sales – products	668,540	594,089
Less: Depreciation	13,669	42,707
Less: Amortization of intangibles	10,004	4,729
Less: Other	893	–
	<u>643,974</u>	<u>546,653</u>
Adjusted cost of sales – products	<u>643,974</u>	<u>546,653</u>
<b>Reconciliation of GAAP to adjusted research and development:</b>		
GAAP research and development	2,145,868	1,953,295
Less: Share-based compensation expenses	217,440	186,113
Less: Depreciation	72,449	98,814
	<u>1,855,979</u>	<u>1,668,368</u>
Adjusted research and development	<u>1,855,979</u>	<u>1,668,368</u>
<b>Reconciliation of GAAP to adjusted selling, general and administrative:</b>		
GAAP selling, general and administrative	2,081,489	1,831,056
Less: Share-based compensation expenses	292,807	255,680
Less: Depreciation	45,497	25,417
Less: Amortization of intangibles	67	95
	<u>1,743,118</u>	<u>1,549,864</u>
Adjusted selling, general and administrative	<u>1,743,118</u>	<u>1,549,864</u>
<b>Reconciliation of GAAP to adjusted operating expenses</b>		
GAAP operating expenses	4,227,357	3,784,351
Less: Share-based compensation expenses	510,247	441,793
Less: Depreciation	117,946	124,231
Less: Amortization of intangibles	67	95
	<u>3,599,097</u>	<u>3,218,232</u>
Adjusted operating expenses	<u>3,599,097</u>	<u>3,218,232</u>
<b>Reconciliation of GAAP to adjusted income (loss) from operations:</b>		
GAAP income (loss) from operations	447,136	(568,199)
Plus: Share-based compensation expenses	510,247	441,793
Plus: Depreciation	131,615	166,938
Plus: Amortization of intangibles	10,071	4,824
Plus: Other	893	–
	<u>1,099,962</u>	<u>45,356</u>
Adjusted income from operations	<u>1,099,962</u>	<u>45,356</u>

**Year Ended December 31,**  
**2025                      2024**  
**(US dollars in thousands,**  
**except for per share data)**

**Reconciliation of GAAP to adjusted net income (loss):**

GAAP net income (loss)	286,933	(644,786)
Plus: Share-based compensation expenses	510,247	441,793
Plus: Depreciation	131,615	166,938
Plus: Amortization of intangibles	10,071	4,824
Plus: Other	893	–
Plus: Impairment of equity investments	75,626	6,838
Plus: Discrete tax items	24,778	18,597
Plus: Income tax effect of non-GAAP adjustments	(122,562)	(49,123)
	<u>917,601</u>	<u>(54,919)</u>

**Reconciliation of GAAP to adjusted EPS – basic**

GAAP earnings (loss) per share – basic	0.20	(0.47)
Plus: Share-based compensation expenses	0.36	0.32
Plus: Depreciation	0.09	0.12
Plus: Amortization of intangibles	0.01	0.00
Plus: Other	0.00	0.00
Plus: Impairment of equity investments	0.05	0.00
Plus: Discrete tax items	0.02	0.01
Plus: Income tax effect of non-GAAP adjustments	(0.09)	(0.04)
	<u>0.65</u>	<u>(0.04)</u>

**Reconciliation of GAAP to adjusted EPS – diluted**

GAAP earnings (loss) per share – diluted	0.19	(0.47)
Plus: Share-based compensation expenses	0.35	0.32
Plus: Depreciation	0.09	0.12
Plus: Amortization of intangibles	0.01	0.00
Plus: Other	0.00	0.00
Plus: Impairment of equity investments	0.05	0.00
Plus: Discrete tax items	0.02	0.01
Plus: Income tax effect of non-GAAP adjustments	(0.08)	(0.04)
	<u>0.62</u>	<u>(0.04)</u>

**Year Ended December 31,**  
**2025                      2024**  
**(US dollars in thousands,**  
**except for per share data)**

**Reconciliation of GAAP to adjusted earnings (loss)**  
**per ADS – basic**

GAAP earnings (loss) per ADS – basic	2.63	(6.12)
Plus: Share-based compensation expenses	4.68	4.20
Plus: Depreciation	1.21	1.59
Plus: Amortization of intangibles	0.09	0.05
Plus: Other	0.01	0.00
Plus: Impairment of equity investments	0.69	0.06
Plus: Discrete tax items	0.23	0.18
Plus: Income tax effect of non-GAAP adjustments	(1.12)	(0.47)
	<u>8.41</u>	<u>(0.52)</u>
Adjusted earnings (loss) per ADS – basic	<u>8.41</u>	<u>(0.52)</u>

**Reconciliation of GAAP to adjusted earnings (loss)**  
**per ADS – diluted**

GAAP earnings (loss) per ADS – diluted <sup>1</sup>	2.53	(6.12)
Plus: Share-based compensation expenses	4.50	4.20
Plus: Depreciation	1.16	1.59
Plus: Amortization of intangibles	0.09	0.05
Plus: Other	0.01	0.00
Plus: Impairment of equity investments	0.67	0.06
Plus: Discrete tax items	0.22	0.18
Plus: Income tax effect of non-GAAP adjustments	(1.08)	(0.47)
	<u>8.09</u>	<u>(0.52)</u>
Adjusted earnings (loss) per ADS – diluted	<u>8.09</u>	<u>(0.52)</u>

**Year Ended December 31,**  
**2025                      2024**  
**(US dollars in thousands)**

**Free Cash Flow (Non-GAAP):**

Net cash provided by (used in) operating activities (GAAP)	1,127,580	(140,631)
Less: Purchases of property, plant and equipment	(185,839)	(492,663)
	<u>941,741</u>	<u>(633,294)</u>
Free Cash Flow (Non-GAAP)	<u>941,741</u>	<u>(633,294)</u>

## **DISCUSSION OF CERTAIN KEY BALANCE SHEET ITEMS**

### *Cash, cash equivalents and restricted cash*

Cash, cash equivalents and restricted cash increased by 74.7% from US\$2,638.7 million as of December 31, 2024 to US\$4,609.6 million as of December 31, 2025, primarily due to the increase of the Company's operating cash inflow and upfront payments received from the sale of future royalties.

### *Accounts receivable, net*

Accounts receivable increased by 27.9% from US\$676.3 million as of December 31, 2024 to US\$865.1 million as of December 31, 2025, primarily due to the increased sales of our internally developed products.

### *Inventories, net*

The inventories increased by 22.9% from US\$495.0 million as of December 31, 2024 to US\$608.2 million as of December 31, 2025, primarily due to stock preparation for the increased sales of our internally-developed products and in-licensed products.

### *Other non-current assets*

The other non-current assets decreased by 36.2% from US\$160.5 million as of December 31, 2024 to US\$102.4 million as of December 31, 2025, primarily due to the decrease of the Company's investments in equity securities.

### *Accounts payable*

Accounts payable includes amounts due to third parties and totaled US\$479.0 million and US\$405.0 million as of December 31, 2025 and 2024, respectively.

The following table sets forth an aging analysis of accounts payable as of the dates indicated, which is based on invoice date:

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>(US dollars in thousands)</b>	
Within 1 year	478,383	404,738
Over 1 year	652	259
	<u>479,035</u>	<u>404,997</u>
<b>Total</b>	<b><u>479,035</u></b>	<b><u>404,997</u></b>

*Accrued expenses and other payables*

Accrued expenses and other payables consist of the following as of December 31, 2025 and 2024:

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>(US dollars in thousands)</b>	
Compensation related	305,055	248,348
Sales rebates and returns related	398,533	235,600
External research and development activities related	156,525	154,269
Commercial activities	118,449	77,530
Accrued general and administrative expenses	36,635	31,106
Individual income tax and other taxes	60,359	34,904
Other	33,564	21,956
	<u>1,109,120</u>	<u>803,713</u>
<b>Total</b>	<b><u>1,109,120</u></b>	<b><u>803,713</u></b>

Accrued expenses and other payables increased by 38.0% from US\$803.7 million as of December 31, 2024 to US\$1,109.1 million as of December 31, 2025. The increase was primarily due to the increase of sales rebates and returns in line with increased sales volume of our internally developed products.

*Sale of future royalty liability*

The Company's sale of future royalty liability was US\$907.0 million as of December 31, 2025, primarily due to the upfront payment received from Royalty Pharma.

*Debt*

The Company's total debt increased by 0.1% from US\$1,018.0 million as of December 31, 2024 to US\$1,019.2 million as of December 31, 2025, the Company entered into the Facilities Agreement with HSBC and certain financial institutions, and utilized a portion of the proceeds from borrowings under the Facilities Agreement to repay other short-term bank loans.

## Liquidity and Capital Resources

The following table represents our cash and debt balances as of December 31, 2025 and 2024:

	Year Ended December 31,	
	2025	2024
	(US dollars in thousands)	
Cash, cash equivalents and restricted cash	4,609,647	2,638,747
Total debt	1,019,206	1,018,013

We have generated positive cash flow from operations since the third quarter of 2024. We generated cash flows from operations of US\$1.1 billion for the year ended December 31, 2025, which is US\$1.3 billion higher than the year ended December 31, 2024.

Based on our recent and expected performance, we expect that our operating cash flows and existing cash and cash equivalents as of December 31, 2025 will enable us to fund our operating expenses and planned long-term investments for at least the next 12 months after the date that the financial statements included in this report are issued. In 2025 we generated proceeds from long-term debt of US\$855.0 million which was used to pay off all existing short-term working capital loans, and include certain restrictive covenants as laid out further below with respect to certain coverage ratios and maximum investment amounts. We believe we will have sufficient cash and cash equivalents and other sources of capital to be able to repay and/or refinance those debt obligations as they become due principally in 2027 and 2028.

### *Facilities Agreement*

In November 2025, we entered into a Facilities Agreement (the “Facilities Agreement”) with a syndicate of banks. The Facilities Agreement provides for a US\$140 million U.S. dollar-denominated, 2-year, B1 revolving credit facility (the “B1 Revolving Loan Facility”), a US\$560 million U.S. dollar-denominated, 2-year, B2 term loan facility (the “B2 Term Loan Facility” and, together with the B1 Revolving Loan Facility, the “B Loan Facilities”), and a RMB2.15 billion Renminbi-denominated, or approximately US\$300 million, 3-year, A term loan facility (the “A Loan Facility”) (collectively, the “Loan Facilities”). Subsequently, we consummated the refinancing of our short-term (1 year tenor) working capital loans of approximately US\$768 million in aggregate through the proceeds from the B2 Term Loan Facility and A Loan Facility. We paid US\$23 million in debt issuance costs for the Facilities Agreement from available cash and cash equivalents.

The refinancing extended the maturity of our working capital loans. The A Loan Facility requires repayment of 4% of the aggregate amount outstanding every six months beginning on November 24, 2026, with all remaining principal outstanding due on November 24, 2028. The B2 Term Loan Facility requires repayment of 10% of the aggregate amount outstanding every three months beginning on June 15, 2027, with all remaining principal outstanding due on December 15, 2027, unless the final repayment date is extended.

The A Loan Facility is subject to an interest rate equal to the Reference Rate (RMB) (as defined in the Facilities Agreement) plus a margin of 0.65% per annum. The B Loan Facilities are subject to an interest rate equal to the Reference Rate (USD) (as defined in the Facilities Agreement) plus a margin of 2.40% per annum. In addition to paying interest on the outstanding principal, we are also required to pay a commitment fee of 0.85% on the undrawn and uncanceled amounts under the Loan Facilities.

The Facilities Agreement contains certain affirmative and negative covenants customary for financings of this type. In addition, the Facilities Agreement contains financial covenants applicable to the Loan Facilities, including covenants requiring the maintenance of: (i) a minimum cash interest coverage ratio of not less than 5.00 to 1.00; (ii) a net leverage ratio of not greater than 2.50 to 1.00; (iii) a minimum total consolidated shareholders' equity of the Group of not less than US\$2.7 billion; (iv) a minimum cash balance held outside the PRC by the Company and the Guarantors of US\$500.0 million; (v) a maximum financial indebtedness of the Company and its subsidiaries not to exceed US\$2.0 billion; and (vi) a maximum financial indebtedness of the Company's subsidiaries that are incorporated or registered in the PRC not to exceed US\$500.0 million. We were compliant with the required covenants as of December 31, 2025.

### ***Sale of Future Royalties***

The upfront payment from Royalty Pharma of US\$885 million in the third quarter of 2025 and the subsequent payment of US\$26 million in the fourth quarter of 2025 increased our cash and cash equivalents through financing cash inflows. However, the repayment of this obligation to Royalty Pharma will be made upon the receipt of royalties from Amgen throughout the royalty period; therefore, it has not been included in the total debt balance above, as there is no claim on unrestricted cash. Our classification of the liability between current and non-current is based on our expectations of royalty revenue from Amgen over the next 12 months, which will be paid to Royalty Pharma in accordance with the terms of the Royalty Agreement. Cash inflows from Amgen are classified as operating cash inflows, while the corresponding payments to Royalty Pharma are allocated between interest cash outflows within operating cash flows and a portion to reduce the liability, classified as a financing cash outflow. Pursuant to the Royalty Agreement, in 2025, we paid to Royalty Pharma an aggregate of US\$9.6 million, of which US\$5.6 million was allocated as interest expense and recognized within operating cash flows, and US\$4.0 million was recorded as a reduction to the liability recorded within financing activities. An additional US\$14.2 million of interest expense was accrued as of December 31, 2025. Any cash received from Amgen but not yet remitted to Royalty Pharma as of the balance sheet date will be reflected as restricted cash in the Consolidated Balance Sheet. There was no such restricted cash as of December 31, 2025.

The following table summarizes our cash and cash equivalent balances, cash flows and unused borrowing capacity available under our Facilities Agreement for the years indicated:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>(US dollars in thousands)</b>	
Cash, cash equivalents and restricted cash at beginning of period	2,638,747	3,185,984
Net cash provided by (used in) operating activities	1,127,580	(140,631)
Net cash used in investing activities	(276,155)	(548,350)
Net cash provided by financing activities	1,059,451	193,449
Net effect of foreign exchange rate changes	60,024	(51,705)
	<u>1,970,900</u>	<u>(547,237)</u>
Net increase (decrease) in cash, cash equivalents and restricted cash		
Cash, cash equivalents and restricted cash at end of period	<u><u>4,609,647</u></u>	<u><u>2,638,747</u></u>
Unused borrowing capacity available under the Facilities Agreement, at end of year	<u><u>140,000</u></u>	<u><u>—</u></u>

## ***Operating Activities***

Cash provided by operating activities increased by US\$1.3 billion versus the prior year due to our significantly improved revenue and US\$1.5 billion of increase in gross margin in the current year, offset by continued funding of our development pipeline and commercial operations, and positive cash flows from changes in working capital due to timing of accounts receivable collections and payments on accrued expenses.

## ***Investing Activities***

Investing activities used US\$276.2 million of cash for the year ended December 31, 2025, compared to US\$548.4 million of cash used in the prior year due primarily to a decrease in capital expenditures, partially offset by an increase in acquired in-process research and development and regulatory milestone payments.

## ***Financing Activities***

Financing activities provided US\$1.1 billion of cash for the year ended December 31, 2025, compared to US\$193.4 million of cash provided in the prior year period due primarily to US\$911.0 million of proceeds from sale of future royalties and higher proceeds from option exercises and employee share purchase plan, partially offset by a net reduction in debt borrowings in the current year period and higher payroll tax payments upon vesting of share-based compensation awards.

In 2026, we expect to repay approximately US\$60.5 million of outstanding bank loans.

## ***Effects of Exchange Rates on Cash***

As noted above, we hold RMB denominated cash in our Parent Company and incur foreign currency gains or losses when remeasuring such cash to the U.S. dollar. In the year ended December 31, 2025, we incurred realized gains on cash of US\$4.2 million that is included in the reconciling items between net income and net cash provided by operating activities on the consolidated statements of cash flows primarily related to the remeasurement of RMB denominated cash to USD. The RMB denominated cash in our Parent Company, however, is required to be used to fund RMB denominated expenditures and thus foreign currency gains or losses on such cash does not affect our ability to fund those expenditures.

We have substantial operations in China and Europe, where the functional currency is the RMB and EUR and as such the net cash flows are translated to the U.S. dollar for financial reporting. This process generates translation gains and losses on non-USD denominated cash held in those currency markets that are included in the effects of foreign exchange rate changes on the consolidated statements of cash flows, as such translation gains and losses are excluded from cash flows from operating, investing and financing activities.

## ***Future Liquidity and Material Cash Requirements***

Our material cash requirements in the short- and long-term consist of the following operational, capital, and manufacturing expenditures, a portion of which contain contractual or other obligations. We plan to fund our material cash requirements with cash on hand.

## ***Contractual and Other Obligations***

The following table summarizes our significant contractual obligations as of December 31, 2025:

	<b>Payments Due by Period</b>		
	<b>Total</b>	<b>Short-term</b>	<b>Long-term</b>
	<b>(US dollars in thousands)</b>		
<b>Contractual obligations:</b>			
Operating lease commitments	80,569	23,653	56,916
Purchase commitments	205,175	202,833	2,342
Debt obligations	1,041,224	60,528	980,696
Interest on debt	110,322	50,722	59,600
Co-development funding commitment	130,393	130,393	–
Funding commitments	5,241	5,186	55
Capital commitments	46,431	46,431	–
	<hr/>	<hr/>	<hr/>
Total	<u>1,619,355</u>	<u>519,746</u>	<u>1,099,609</u>

### ***Operating Lease Commitments***

We lease office facilities in California and Massachusetts in the U.S.; Basel, Switzerland; and office or manufacturing facilities in Beijing, Shanghai, Suzhou and Guangzhou in China; under non-cancelable operating leases expiring on various dates. Payments under operating leases are expensed on a straight-line basis over the respective lease terms. The aggregate future minimum payments under these non-cancelable operating leases are summarized in the table above.

### ***Purchase Commitments***

As of December 31, 2025, purchase commitments amounted to US\$205.2 million, of which US\$24.9 million related to non-utilization fees and minimum purchase requirements for supply purchased from CMOs and US\$180.3 million related to binding purchase order obligations of inventory from Amgen. We do not have any minimum purchase requirements for inventory from Amgen.

### ***Debt Obligations and Interest***

Total debt obligations coming due in the next twelve months are US\$60.5 million. Total long-term debt obligations are US\$980.7 million. We have numerous financial and non-financial covenants on our debt obligations with various banks and other lenders. Some of these covenants include default and/or cross-default provisions that could require acceleration of repayment of our loans in the event of default. As of December 31, 2025, we are in compliance with all covenants of our material debt agreements. See above regarding Liquidity and Capital Resources and Note 14 in the Notes to the Financial Statements for further detail of our debt obligations.

Interest on bank loans is paid quarterly until the respective loans are fully settled. For the purpose of contractual obligations calculation, current interest rates on floating rate obligations were used for the remainder contractual life of the outstanding borrowings.

## ***Royalty Sale Liability***

As described above, we have a contractual commitment to pay Royalty Pharma amounts received from Amgen related to Amgen's sales of IMDELLTRA® in certain markets outside of China. While we have classified the upfront payment and the option exercise payment received from Royalty Pharma as a liability, the repayment of this obligation to Royalty Pharma will be made upon the receipt of royalties from Amgen throughout the royalty period, which is anticipated to extend at least through 2041. We have not included this liability in the table above because it does not constitute a fixed contractual obligation or a cancellable commitment from which the upfront payment and option exercise payment could be demanded for refund.

## ***Co-Development Funding Commitments***

Under our collaboration with Amgen, we are responsible for co-funding global clinical development costs for the licensed oncology pipeline assets, up to a total cap of US\$1.25 billion. We are funding our portion of the co-development costs by contributing cash and/or development services. As of December 31, 2025, our remaining co-development funding commitment was US\$130.4 million.

## ***Funding Commitments***

Funding commitments represent our committed capital related to equity investments. As of December 31, 2025, our remaining capital commitment was US\$5.2 million and is expected to be paid from time to time over the investment period.

## ***Capital Commitments***

We had capital commitments amounting to US\$46.4 million for the acquisition of property, plant and equipment as of December 31, 2025, related to various facilities across the globe.

## ***Interest Risk***

We are exposed to risk related to changes in interest rates on our outstanding borrowings. We had US\$1.0 billion of outstanding floating rate debt as of December 31, 2025. A 100-basis point increase in interest rates as of December 31, 2025 would increase our annual pre-tax interest expense by approximately US\$10.4 million.

## ***Foreign Currency Exchange Rate Risk***

### ***China Exchange Rate Regime***

RMB is not freely convertible into foreign currencies for capital account transactions. The State Administration of Foreign Exchange, under the authority of the People's Bank of China, controls the conversion of RMB into foreign currencies. The value of RMB against the U.S. dollar and other currencies is affected by, among other things, changes in China's political and economic conditions and China's foreign exchange prices. Since 2005, the RMB has been permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. The RMB compared to the U.S. dollar depreciated approximately 4.4% for the year ended December 31, 2025, and depreciated approximately 2.8% for the year ended December 31, 2024. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future.

### ***Transactional Risk***

We are exposed to foreign exchange risk arising from various currency exposures when we enter into transactions denominated in foreign currencies. Our reporting currency is the U.S. dollar, and our most significant functional currencies are the U.S. dollar and the RMB. A portion of our operating transactions and monetary assets and liabilities are in currencies other than the U.S. dollar and RMB, primarily the U.S. dollar against the RMB, Euro, and Australian dollar. We recognized foreign exchange gains of US\$4.2 million during the year ended December 31, 2025 and foreign exchange losses of US\$16.0 million for the year ended December 31, 2024, resulting from changes in the value of the U.S. Dollar compared to the RMB and the revaluation impact of RMB-denominated deposits held in U.S. dollar functional currency entities.

### ***Translational Risk***

We also face foreign currency exposure that arises from translating the results of our global operations to the U.S. dollar at exchange rates that have fluctuated from the beginning of the period, primarily the RMB against the U.S. dollar. A significant depreciation of the RMB against the U.S. dollar may significantly reduce the U.S. dollar equivalent of our foreign cash balances and trade receivables. Further, volatility in exchange rate fluctuations may have a significant impact on the foreign currency translation adjustments recorded in other comprehensive income (loss).

We have not used derivative financial instruments to reduce the effect of fluctuating currency exchange rates.

### **Effects of Inflation**

Inflation generally affects us by increasing our cost of labor and clinical trial costs. We do not believe that inflation has had a material effect on our results of operations during the year ended December 31, 2025.

### **Gearing Ratio**

The gearing ratio of the Company, which was calculated by dividing total interest-bearing loans by total equity as of the end of the year, was 23.4% as of December 31, 2025, representing a decrease from 30.6% as of December 31, 2024. The decrease was primarily due to the increase of shareholders' equity.

### **Significant Investments Held**

Except as disclosed in notes to the consolidated financial statements, we did not hold any other significant investments as of December 31, 2025.

### **Future Plans for Material Investments and Capital Assets**

Except as disclosed in notes to the consolidated financial statements, we did not have other plans for material investments and capital assets as of December 31, 2025.

## **Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures**

Except as disclosed in notes to the consolidated financial statements, we did not have other material acquisitions and disposals of subsidiaries, associates and joint ventures during the year ended December 31, 2025.

## **Employee and Remuneration Policy**

As of December 31, 2025, we had a global team of near 12,000 employees, which increased from 11,000 employees as of December 31, 2024. Most of our employees are full-time. The remuneration policy and package of the Company's employees are periodically reviewed. In addition to cash compensation and benefits, we may issue share options, share appreciation rights, restricted shares, restricted share units, unrestricted shares, performance share awards, cash-based awards and dividend equivalent rights to our employees in accordance with our equity plans. We also provide external and internal training programs to our employees. The packages were set by benchmarking with companies in similar industries and companies of similar size. The total remuneration cost incurred by the Company for the year ended December 31, 2025 was US\$2.1 billion (2024: US\$1.8 billion).

## **Pledge of Assets**

As of December 31, 2025, we pledged restricted deposits of US\$62.1 million (December 31, 2024: US\$11.3 million) primarily consist of cash deposits held in designated bank accounts for collateral for letters of credit and letters of guarantee, and land use right and certain property, plant and equipments with a total carrying amount of US\$966.2 million (December 31, 2024: US\$144.9 million) were secured for bank loans and borrowings under the Facilities Agreement.

## **Contingent Liabilities**

As of December 31, 2025, we did not have any material contingent liabilities (as of December 31, 2024: nil).

## **Final Dividend**

The Board does not recommend any final dividend for the year ended December 31, 2025.

## **Recent Accounting Pronouncements**

See Note 2 to our consolidated financial statements included in this announcement for information regarding recent accounting pronouncements.

## **OTHER INFORMATION**

### **Compliance with the Corporate Governance Code**

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its affairs are conducted in accordance with applicable laws and regulations, and to enhance the transparency and accountability of the Board to the Company's shareholders.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value and formulate its business strategies and policies.

During the Reporting Period, the Company has applied the principles in the Corporate Governance Code as set out in Appendix C1 to the HK Listing Rules (the "Corporate Governance Code") which are applicable to the Company and complied with the code provisions in the Corporate Governance Code save for the following deviations.

Pursuant to code provision C.2.1 of the Corporate Governance Code, companies listed on the HKEX are expected to comply with, but may choose to deviate from, the requirement that the responsibilities of the Chairman and the Chief Executive Officer should be segregated and should not be performed by the same individual. We do not have a separate Chairman and Chief Executive Officer and Mr. John V. Oyler currently performs these two roles. Our Board believes that Mr. John V. Oyler is the director best suited to identify strategic opportunities and focus of the Board due to his extensive understanding of our business as a Co-Founder and our Chief Executive Officer. Our Board also believes that the combined role of Chairman and Chief Executive Officer can promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board. Our Board will continue to review and consider splitting the roles of Chairman and the Chief Executive Officer at a time when it is appropriate by taking into account the circumstances of our Company as a whole. Our Corporate Governance Guidelines provide the Board with the flexibility to choose the appropriate Board leadership structure of the Company based upon its view of what is in the best interest of the Company. Our Corporate Governance Guidelines also provide that if the same person holds the Chairman and Chief Executive Officer roles or if the Chairman does not otherwise qualify as independent, the independent directors may elect a lead director. Mr. Ranjeev Krishana, an independent non-executive director of the Company, currently serves as the lead director. The Board believes our current Board leadership structure will help ensure continuity of strong and effective leadership. The lead director has responsibilities that are set forth in our Corporate Governance Guidelines, including presiding at meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; consulting with management regarding Board meeting schedules, locations, agendas, and materials; and calling meetings of the independent and non-management directors, when appropriate.

Our Audit Committee is in compliance with Rule 3.21 of the HK Listing Rules and the Corporate Governance Code, except for the terms of reference required by paragraphs D.3.3 and D.3.7 of the Corporate Governance Code. However, the charter of our Audit Committee complies with the NASDAQ Listing Rules and the rules of the SEC. The primary duties of the Audit Committee are, among other things, to monitor the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters, review the adequacy of our internal control over financial reporting, and review all related party transactions for potential conflict of interest situations and approving all such transactions. As of the date of this announcement, the Audit Committee comprises four independent non-executive directors, namely Ms. Shalini Sharp, Dr. Olivier Brandicourt, Mr. Anthony C. Hooper and Dr. Corazon (Corsee) D. Sanders. Ms. Shalini Sharp, being the chair of the Audit Committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the HK Listing Rules. Effective as of March 1, 2025, Ms. Shalini Sharp has been appointed as the Chair of the Audit Committee. Mr. Anthony C. Hooper ceased to serve as the Chair of the Audit Committee but remains a member of the Audit Committee.

Our compensation committee (the “Compensation Committee”) is in compliance with Rule 3.25 of the HK Listing Rules and the Corporate Governance Code, except for the terms of reference required by paragraph E.1.2 of the Corporate Governance Code. However, the charter of the Compensation Committee complies with the NASDAQ Listing Rules. The primary duties of the Compensation Committee are to annually review and make recommendations to the Board for submission to, and ratification by, the shareholders with respect to the maximum aggregate amount of compensation of the Board and the executive management team, evaluate the performance of our Chief Executive Officer, Chief Operating Officer and Chief Financial Officer and review and make recommendations to the Board regarding the terms of their compensation, and review and approve the compensation of our other executive officers and senior management, and review and approve matters relating to incentive-based compensation plans and equity-based plans. As of the date of this announcement, the Compensation Committee comprises three independent non-executive directors, namely Dr. Margaret Han Dugan, Mr. Ranjeev Krishana and Mr. Qingqing Yi. Dr. Margaret Han Dugan is the chair of the Compensation Committee.

Our nominating and corporate governance committee (the “Nominating and Corporate Governance Committee”) is in compliance with the Corporate Governance Code, except for the terms of reference required by paragraph B.3.1 of the Corporate Governance Code. However, the charter of the Nominating and Corporate Governance Committee complies with the NASDAQ Listing Rules. The primary duties of the Nominating and Corporate Governance Committee are to annually evaluate the performance of the Board and Board’s committees, annually review the structure, size, and composition (including the skills, knowledge, and experience) of the Board, develop and recommend to the Board criteria for board and committee membership, recommend to the Board the persons to be nominated for election as directors and to each of the Board’s committees, and develop and recommend to the Board a set of corporate governance guidelines. During the Reporting Period, our Nominating and Corporate Governance Committee complied with Rule 3.27A of the HK Listing Rules, except the chair of our Nominating and Corporate Governance Committee fell vacant as the result of the passing away of Mr. Donald W. Glazer which did not meet the requirement under Rule 3.27A of the HK Listing Rules. Effective as of January 16, 2025, the Board appointed Ms. Shalini Sharp, an independent non-executive director of the Company, as a member of the Nominating and Corporate Governance Committee and appointed Mr. Anthony C. Hooper, an independent non-executive director of the Company, as the chair of the Nominating and Corporate Governance Committee. Upon the appointment of Mr. Anthony C. Hooper as the chair of the Nominating and Corporate Governance Committee, the Company has re-complied with Rule

3.27A of the HK Listing Rules in respect of the requirement regarding establishing a nomination committee chaired by the chairman of the board or an independent non-executive director. As of the date of this announcement, the Nominating and Corporate Governance Committee comprises four independent non-executive directors, namely Mr. Anthony C. Hooper, Mr. Michael Goller, Dr. Alessandro Riva and Ms. Shalini Sharp. Mr. Anthony C. Hooper is the chair of the Nominating and Corporate Governance Committee.

Except as disclosed above, the Company has complied with all of the provisions set out in the Corporate Governance Code during the Reporting Period.

The Board will continue to regularly review and monitor its corporate governance practices to ensure compliance with the Corporate Governance Code and maintain a high standard of corporate governance practices of the Company.

### **Compliance with Policies Equivalent to the Model Code for Securities Transactions by Directors of Listed Issuers**

Except as disclosed below, the Company has adopted its own insider dealing policies on terms no less exacting than those in the Model Code for Securities Transactions as set out in Appendix C3 to the HK Listing Rules (the “Model Code”) regarding the directors’ dealings in the securities of the Company.

Pursuant to Rule B.8 of the Model Code, a director must not deal in any securities of the issuer without first notifying in writing the chairman or a director (otherwise than himself) designated by the board for the specific purpose and receiving a dated written acknowledgement. Under the Company’s insider dealing policies, the General Counsel of the Company, has been designated as the insider trading compliance officer whom a director who intends to deal in the Company’s securities must notify. Our Board believes that our insider trading compliance officer, despite not being a member of the Board, is able to carry out his duties properly and competently in accordance with the Company’s insider dealing policies, the terms of which are otherwise no less exacting than those in the Model Code.

Having made specific enquiry of all the directors, all the directors confirmed that they have strictly complied with the required standards set out in the Company’s own insider dealing policies throughout the Reporting Period.

### **Purchase, Sale or Redemption of the Company’s Listed Securities**

On May 21, 2025, the Company issued 133,000,000 shares to BG NC 2, Ltd, a wholly-owned subsidiary of the Company, for the purpose of satisfying outstanding equity awards granted by the Company pursuant to the Fourth Amended and Restated 2016 Share Option and Incentive Plan (as amended from time to time) under the available scheme mandate limit as approved by the shareholders of the Company. For details, please refer to the Company’s announcement dated May 14, 2025 and Next Day Disclosure Return dated May 22, 2025.

Save as disclosed above, during the Reporting Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities (including any sale of treasury shares (as defined under the HK Listing Rules)).

## Disclosure of Changes in Directors' Information Pursuant to Rule 13.51(B)(1) of the HK Listing Rules

Upon specific enquiry by the Company and following confirmations from the directors, save as disclosed hereunder, there is no change in the information of the directors required to be disclosed pursuant to Rule 13.51B(1) of the HK Listing Rules during the Reporting Period and up to the date of this announcement. The change of the directors' information is set out below:

<b>Directors</b>	<b>Changes in Positions held with the Company</b>
Mr. Anthony C. Hooper	Appointed as the chair of the Nominating and Corporate Governance Committee effective January 16, 2025; ceased to serve as the chair of the Audit Committee but remains as a member of the Audit Committee effective March 1, 2025.
Ms. Shalini Sharp	Appointed as a member of the Nominating and Corporate Governance Committee effective January 16, 2025; appointed as the chair of the Audit Committee effective March 1, 2025.

### Use of Net Proceeds from Amgen

On January 2, 2020, the Company sold 15,895,001 ADSs, representing 206,635,013 ordinary shares of the Company and approximately 20.5% ownership stake in the Company's outstanding shares as at the same date, to Amgen for aggregate cash proceeds of US\$2,779,241,000, or US\$174.85 per ADS, pursuant to the Amgen SPA (as amended) executed in connection with the Amgen Collaboration Agreement. The subscription price represents: (a) a 36% premium to the 30-day volume weighted average price of the Company's ADSs as of October 30, 2019, the day prior to the date of the Amgen SPA; (b) assuming a conversion rate of US\$1.00: HK\$7.84, a 26% premium to the closing price of the Company's ordinary shares as quoted on the HKEX on October 31, 2019, the date of the Amgen SPA; and (c) a 26% premium to the closing price of the Company's ADSs on the NASDAQ on October 31, 2019.

The net proceeds from the sale of the shares have been and will be utilized in accordance with the purposes set out in the proxy statement/circular of the Company dated November 29, 2019. The table below sets out the planned applications of the net proceeds and actual usage up to December 31, 2025:

	Planned applications (US dollars in thousands)	Percentage of total net proceeds (%)	Actual usage up to December 31, 2024 (US dollars in thousands)	Actual usage up to December 31, 2025 (US dollars in thousands)	Unutilized net proceeds as of December 31, 2025 (US dollars in thousands)
To fund business operations <sup>(a)</sup>	2,779,241	100%	2,357,788	2,539,574	239,667

*Note (a):* To fund the Company's development obligations under the Amgen Collaboration Agreement by contributing cash and development services up to a total cap of approximately US\$1.25 billion, the development, manufacturing and commercialization of the Company's internally developed drug candidates, expansion of the Company's commercialization activities, and for future capacity expansion and general corporate use, as appropriate, as previously disclosed in the Company's proxy statement/circular dated November 29, 2019.

The Company plans to gradually utilize the remaining net proceeds in accordance with such intended purposes depending on actual business, which is expected to be fully utilized by 2026. For further details, please refer to the announcements of the Company dated November 1, 2019, December 9, 2019, and January 3, 2020.

### **Use of Net Proceeds from STAR Offering**

On December 15, 2021, the Company completed the STAR Offering on the STAR Market of the Shanghai Stock Exchange. The shares offered in the STAR Offering were issued to and subscribed for by permitted investors in China in Renminbi (“RMB Shares”) pursuant to the general mandate to issue shares, which was approved by the shareholders at the Company’s 2021 annual general meeting of shareholders held on June 16, 2021. The public offering price of the RMB Shares was RMB192.60 per RMB Share, which equates to HK\$234.89 per ordinary share and US\$391.68 per ADS. In this offering, the Company sold 115,055,260 RMB Shares. The RMB Shares are not fungible with the ordinary shares of the Company listed on the HKEX or with the ADSs representing the Company’s ordinary shares listed on the NASDAQ. Net proceeds after deducting underwriting commission and offering expenses were US\$3,392,616,000. The net proceeds from the STAR Offering have been and will be utilized in accordance with the purposes set out in the prospectus of the STAR Offering (the “STAR Prospectus”), including (i) clinical development and research project, (ii) research and development center construction, (iii) bio-manufacturing plant construction, (iv) sales and marketing force expansion, and (v) working capital and general corporate purposes. On November 10, 2023, the Board approved to adjust the amount of proceeds to be invested in each subcategory projects under the “clinical development and research project”. As required by the PRC securities laws, the net proceeds from the STAR Offering must be used in strict compliance with the planned uses as disclosed in the STAR Prospectus as well as the Company’s proceeds management policy for the STAR Offering approved by the Board.

For details, please refer to the Company’s announcements dated November 16, 2020, January 29, 2021, April 20, 2021, May 14, 2021, June 1, 2021, June 21, 2021, June 28, 2021, June 30, 2021, July 9, 2021, July 28, 2021, October 15, 2021, November 16, 2021, November 23, 2021, November 24, 2021, November 29, 2021, November 30, 2021, December 2, 2021, December 6, 2021, December 7, 2021, December 13, 2021, December 21, 2021, December 28, 2021, April 29, 2022, June 27, 2022, August 30, 2022, September 28, 2022, April 25, 2023, August 29, 2023, November 13, 2023, April 26, 2024, August 29, 2024, November 12, 2024, April 28, 2025, August 29, 2025, November 12, 2025 and the circular dated April 30, 2021 of the Company.

As of December 31, 2025, net proceeds amounting to RMB21.2 billion had been utilized, and the remaining RMB0.4 billion will be gradually utilized in accordance with such intended purposes depending on actual business needs, and are expected to be fully utilized by December 31, 2026. The table below sets out the planned applications of the net proceeds and actual usage up to December 31, 2025:

Use of proceeds	Planned applications <sup>(a)</sup> RMB'000	Actual usage up to December 31, 2024 RMB'000	Actual usage up to December 31, 2025 RMB'000	Unutilized net proceeds as of December 31, 2025 RMB'000
Clinical Development and Research Projects	13,409,095	10,045,510	13,120,822	288,273
R&D Center Construction <sup>(b)</sup>	467,700	485,741	488,681	(20,981)
Bio-Manufacture Plant Construction <sup>(b)</sup>	150,000	153,451	153,451	(3,451)
Sales & Marketing Force Expansion <sup>(b)</sup>	136,360	143,560	143,560	(7,200)
Replenishment of Working Capital	6,000,000	5,624,969	5,836,113	163,887
Excess of Proceeds	1,467,000	1,467,000	1,467,000	–
Total	<u>21,630,155</u>	<u>17,920,231</u>	<u>21,209,627</u>	<u>420,528</u>

*Note (a):* On November 11, 2025, the Board of the Company reviewed and approved the Proposal on *Using Excess Offering Proceeds to Project Investment and Extending Implementation Period of the Investment Project*, to ratify, confirm and approve the Company to utilize the remaining Excess Offering Proceeds, totaled RMB163,154,860 to increase the planned investment on *Clinical development and research Project*. Considering the Company's proposed increase in investing Offering Proceeds to the clinical development and research project, and considering the project's implementation status, the Company, without altering the implementing entity or implementation approach of the raised funds project, proposes to extend the implementation period of the clinical development and research project to December 31, 2026.

*Note (b):* The excess over the planned applications for R&D Center Construction, Bio-Manufacture Plant Construction and Sales & Marketing Force Expansion were provided by interest income from the STAR Offering proceeds.

## Audit Committee Review of Financial Statements

Our Audit Committee reviews the adequacy of our internal controls to ensure that our internal control system is effective in identifying, managing and mitigating risks involved in our business operations. As of the date of this announcement, the Audit Committee consists of four independent non-executive directors, namely Ms. Shalini Sharp, Dr. Olivier Brandicourt, Mr. Anthony C. Hooper and Dr. Corazon (Corsee) D. Sanders. Ms. Shalini Sharp, being the chair of the Audit Committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the HK Listing Rules. Effective as of March 1, 2025, Ms. Shalini Sharp has been appointed as the Chair of the Audit Committee. Mr. Anthony C. Hooper ceased to serve as the Chair of the Audit Committee but remains a member of the Audit Committee.

The Audit Committee has reviewed the consolidated financial statements and annual results of the Company for the year ended December 31, 2025. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control with members of senior management and the external auditor of the Company, Ernst & Young.

## **Scope of Work of the Company’s auditor**

The figures contained in this announcement of our Company’s consolidated annual results for the year ended December 31, 2025, have been agreed by the Company’s auditor, Ernst & Young, to the figures set out in the consolidated financial statements of our Company for the year ended December 31, 2025. The Company’s auditor performed this work in accordance with Hong Kong Standard on Related Services 4400 Engagements to Perform Agreed-upon Procedures Regarding Financial Information and with reference to Practice Note 730 (Revised) Guidance for Auditors Regarding Preliminary Announcements of Annual Results (“PN 730”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The work performed by the Company’s auditor in this respect does not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and, consequently, no assurance has been expressed by the Company’s auditor in this announcement.

## **Other Board Committees**

In addition to the Audit Committee, the Company has a Nominating and Corporate Governance Committee, a Compensation Committee, a Scientific Advisory Committee and a Commercial and Medical Affairs Advisory Committee.

## **Change of Domicile and Continuation; Adoption of Proposed Swiss Articles; Appointment of Swiss Auditor; and Change of English name and English stock short name**

At the extraordinary general meeting of the Company held on April 28, 2025 (the “EGM”), the shareholders of the Company (the “Shareholders”) have approved (i) the Company’s de-registration in the Cayman Islands and the Company’s continuation as a stock corporation in Switzerland (the “Continuation”); (ii) the adoption of the proposed Swiss articles in compliance with the laws of Switzerland (the “Proposed Swiss Articles”); and (iii) the appointment of Ernst & Young AG to serve as the Company’s statutory auditor (for Swiss legal purposes) until the Company’s first annual general meeting following the completion of the Continuation and provide related audit services (the “Appointment of Swiss Auditor”) and the authorization to the Board to fix the remuneration of Ernst & Young AG.

The Company’s Continuation to Switzerland as a stock corporation under the laws of Switzerland became effective on May 27, 2025. With effect from the Continuation becoming effective, the Proposed Swiss Articles and the Appointment of Swiss Auditor became effective on May 27, 2025. Subsequent to the adoption of the Proposed Swiss Articles, which incorporated the new English name of the Company of “BeOne Medicines Ltd.”, the English name of the Company has changed from “BeiGene, Ltd.” to “BeOne Medicines Ltd.” (the “Change of English Name of the Company”), with effect from May 27, 2025. Following the Change of English Name of the Company, the English stock short name for trading in the shares on the HKEX has changed from “BEIGENE” to “BEONE MEDICINES” with effect from October 22, 2025. The Chinese name of the Company, the Chinese stock short name for trading shares of the Company on the HKEX and the stock code of the Company on the HKEX remain unchanged. For details, please refer to the Company’s announcements dated May 27, 2025 and October 17, 2025.

## **Important Events after the Reporting Period**

Save as disclosed above, no important events affecting the Company occurred since December 31, 2025 and up to the date of this announcement.

## **Publication of Annual Results and Annual Report**

This annual results announcement is published on the website of the HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company (<https://beonemedicines.com/>). The annual report of the Company for the year ended December 31, 2025 will be published on the aforesaid websites in due course.

By order of the Board  
**BeOne Medicines Ltd.**  
**Mr. John V. Oyler**  
*Chairman*

Hong Kong, March 25, 2026

*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. Michael Goller, Mr. Anthony C. Hooper, Mr. Ranjeev Krishana, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders, Ms. Shalini Sharp and Mr. Qingqing Yi as Independent Non-executive Directors.*