BEONE MEDICINES LTD.

COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The purposes of the Compensation Committee (the "**Compensation Committee**") of the Board of Directors (the "**Board**") of BeOne Medicines Ltd. (the "**Company**"), are to (1) discharge the Board's responsibilities relating to compensation of the Company's directors (each, a "**Director**") and executives by designing, reviewing, and overseeing the Company's executive compensation plans, policies and programs, (2) oversee the Company's overall compensation structure, policies, and programs relating to talent management and succession planning, and (3) be responsible for producing a report for inclusion in the Company's proxy statement relating to its annual meeting of shareholders or annual report on Form 10-K, in accordance with applicable rules and regulations.

The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company's corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company's shareholders.

II. Composition

A. Members

The members of the Compensation Committee shall be elected by the shareholders at each annual general meeting for a term of office extending until completion of the next annual general meeting on the proposal of the Board, who shall submit such proposal to the shareholders upon recommendation of the Nominating and Corporate Governance Committee.

The number of individuals proposed by the Board to serve on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to NASDAQ Stock Market Rule 5605(d), subject to any applicable exceptions in the NASDAQ Stock Market Rules. In determining the members of the Compensation Committee proposed for election by the general meeting of shareholders, the Board will consider whether the members qualify as "non-employee directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and as "outside directors" as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

B. Appointment, Replacement, Removal by Board

The Board shall propose the members of the Compensation Committee annually for election at the Company's annual general meeting of shareholders. If there are, for any reason, vacancies on the Compensation Committee, the Board shall appoint from among its members substitutes for the respective term of office.

C. Chair

The Board shall designate one member of the Compensation Committee to chair the Compensation Committee.

III. Meetings

A. Meetings

The Compensation Committee shall meet as often as it determines appropriate, provided that the Compensation Committee shall meet at least two times per year and at such other times as it deems necessary to fulfill its responsibilities, in person or by conference telephone or other communications equipment by means of which all participants in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting, and the Compensation Committee may act by vote of a majority of members present at the meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company's Articles of Association (the "**Articles**").

B. Agenda

The Chair of the Compensation Committee, in consultation with the other members and management, as appropriate, may set meeting agendas consistent with this Charter.

IV. Authority and Duties

A. Review of Charter

The Compensation Committee shall review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Director and Executive Officer Compensation

The Compensation Committee shall review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for considering and determining director and executive officer compensation, as well as review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement or annual report on Form 10-K.

Without limitation to the foregoing, the Compensation Committee shall annually review the compensation of the Board and recommend to the Board for submission to, and ratification by the shareholders, the maximum aggregate amount of compensation of the Board between the annual general meeting at which ratification is sought and the next annual general meeting.

Further, the Compensation Committee shall annually review and recommend to the Board for submission to, and ratification by, the shareholders the maximum aggregate amount of compensation of the Executive Management Team for the financial year commencing after the annual general meeting at which ratification is sought.

If and when required, the Compensation Committee shall determine and approve the supplementary amount of compensation pursuant to the Articles for members of the Executive Management Team, assuming an Executive Management Team position during a compensation period for which shareholder ratification has already been granted.

The Compensation Committee shall review and approve, or recommend to the Board for approval, all other compensation matters subject to article 735 et seq. of the Swiss Code of Obligations and the Articles.

The Compensation Committee shall review and assess the results of the most recent shareholder advisory votes on executive compensation and, to the extent the Compensation Committee deems appropriate, take such results into consideration in connection with its review and approval of compensation for executive officers.

C. Swiss Statutory Compensation Report

The Compensation Committee shall review and discuss with the Company's management the Company's Swiss statutory compensation report and, based upon such review and discussion, recommend such report to the Board for submission to an advisory vote of the shareholders. For its review, the Compensation Committee may also utilize the services of external advisors or consultants to the Company.

D. Compensation Committee Report

The Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("**CD&A**").

Based on its review and discussions with management of the CD&A, the Compensation Committee shall recommend to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K.

The Compensation Committee shall prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the U.S. Securities and Exchange Commission, the NASDAQ Stock Market rules, and any other rules and regulations applicable to the Company.

E. Annual Performance Evaluation of the Compensation Committee

The Compensation Committee shall perform an annual evaluation of the performance of the Compensation Committee and report the results to the Board.

F. Incentive Compensation, Equity-Based Plans, and Benefits Plans

The Compensation Committee shall:

- Review and recommend to the Board policies and procedures for the grant of equity-based awards and matters relating to share schemes under applicable listing rules;

- Consult with management, as it deems necessary, regarding the Company's qualified and non-qualified employee benefit plans (including retirement, welfare and other employee benefit and perquisite plans);

- Act as administrator under the Company's equity-based plans; and

- Oversee administration of all incentive compensation and equity-based plans for employees and approve all forms of award agreement and/or subplans adopted thereunder.

G. Compensation of the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and President, Global Head of R&D

The Compensation Committee shall review and recommend to the Board for approval the corporate goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer ("**CEO**"), Chief Financial Officer ("**CFO**"), Chief Operating Officer (COO) and President, Global Head of R&D.

The Compensation Committee shall evaluate the CEO's, CFO's, COO's and President, Global Head of R&D's performance in light of the goals and objectives that were set for the CEO, CFO, COO and President, Global Head of R&D, and recommend to the Board for approval the CEO's, CFO's, COO's and President, Global Head of R&D's compensation based on that evaluation.

In formulating its recommendation regarding the long-term incentive component of the CEO's, CFO's, COO's and President, Global Head of R&D's compensation, the Compensation Committee shall consider the Company's performance and securityholder return, the value of similar incentive awards to CEOs, CFOs, COOs and President, Global Head of R&D's at comparable companies, the awards made by the Company to the CEO, CFO, COO and President, Global Head of R&D, in past years and the maximum aggregate amount of compensation of the Executive Management Team approved by shareholders for the relevant fiscal year.

The Compensation Committee shall:

- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO, CFO, COO and President, Global Head of R&D;

- Review periodically and recommend to the Board for the CEO, CFO, COO and President, Global Head of R&D (a) any employment agreements, severance arrangements, and change in control agreements or provisions, in each case when and if appropriate, and (b) any special or supplemental benefits, which should cover benefits in kind, pension rights, and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- Exclude the CEO, CFO, COO and President, Global Head of R&D, during voting or deliberations regarding their compensation.

H. Compensation of Officers other than the CEO, CFO, COO and President, Global Head of R&D

The Compensation Committee shall determine and approve the compensation of all officers of the Company other than the CEO, CFO, COO and President, Global Head of R&D and, at the discretion of the Compensation Committee, other members of the Executive Management Team and other senior management, taking into account, to the extent applicable, the maximum aggregate amount of compensation of the Executive Management Team approved by shareholders for the relevant fiscal year; for this purpose the term "officer" has the meaning defined in Rule 16a-1 under the Exchange Act.

The Compensation Committee shall review periodically the aggregate amount of compensation being paid or potentially payable to the Company's officers and oversee an annual evaluation of all officers of the Company other than the CEO, CFO, COO and President, Global Head of R&D, and, at the discretion of the Compensation Committee, other members of senior management.

With regard to the officers of the Company other than the CEO, CFO, COO and President, Global Head of R&D, and at the discretion of the Compensation Committee, other members of senior management, the Compensation Committee shall periodically review and approve (a) any employment agreements, severance arrangements, and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits, which should cover benefits in kind, pension rights, and compensation payments, including any compensation payable for loss or termination of their office or appointment.

I. Compensation Recovery Policy

The Compensation Committee has the authority to adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the U.S. Securities and Exchange Commission and NASDAQ pursuant to Section 10D of the Exchange Act.

V. Additional Compensation Committee Authority

A. Matters related to Compensation of the Company's Directors and Members of Senior Management

The Compensation Committee is authorized, on behalf of the Board, to:

- Review and make such recommendations to the Board as it deems advisable regarding the compensation of the directors of the Company, including compensation under any equity-based plans;

- Determine and approve the compensation of all members of senior management of the Company (other than the CEO, CFO, COO and President, Global Head of R&D), including with respect to any incentive-compensation plans and equity-based plans; and

- Review periodically the aggregate amount of compensation being paid or potentially payable to members of the Company's senior management;

- Consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;

- Review and approve compensation payable to Directors and members of senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

- Review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and

- Ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration

B. Matters related to Compensation Consulting Firms or other External Advisers

The Compensation Committee is authorized, on behalf of the Board, to:

- Retain or obtain the advice of compensation consultants, legal counsel, and other advisors;

- Have sole responsibility for the appointment, retention, compensation, and oversight of the work of any compensation consultant, legal counsel, or other adviser (each, a "**Consultant**") it retains (payment, as determined by the Compensation Committee, of reasonable compensation to any such Consultant to be funded by the Company);

- Before selecting a Consultant, consider all factors relevant to the Consultant's independence from management of the Company, including the following:

    - The provision of other services to the Company by the Consultant's employer;

    - The amount of fees received from the Company by the Consultant's employer, as a percentage of the total revenue of the Consultant's employer;

    - The policies and procedures of the Consultant's employer that are designed to prevent conflicts of interest;

    - Any business or personal relationship of the Consultant with a member of the Compensation Committee;

    - Any shares of the Company owned by the Consultant; and

- Any business or personal relationship of the Consultant or Consultant's employer with an executive officer of the Company.

The foregoing shall not apply to internal legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e) (3) (iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees, or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

The Compensation Committee may prohibit the Company from engaging a Consultant engaged by the Compensation Committee, or an affiliate of such Consultant, to provide any other services to the Company without the approval of the Compensation Committee.

C. Oversight of Share Ownership Guidelines Compliance

The Compensation Committee shall periodically review compliance of directors and officers with the Company's share ownership guidelines as may be in effect from time to time.

VI. General

The Compensation Committee shall:

- Establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities;
- Report regularly to the Board on matters for which it has responsibility;
- In performing its responsibilities, be entitled to rely on advice and information it receives from management and any experts, advisers and professionals whom it may consult;
- Have the authority to request that any officer or employee of the Company, the Company's external legal counsel, the Company's independent auditor, or any other professional retained by the Company, meet with the Compensation Committee or its members or advisers; and
- Perform such other functions as the Board may request from time to time.

The foregoing list of duties is not exhaustive, and the Compensation Committee may, in addition, perform any other functions it may find necessary or appropriate for the performance of its duties. The Compensation Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Compensation Committee as it deems appropriate.

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