

## NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of Shareholders (the “EGM”) of BeiGene, Ltd. (“we,” “us,” “our,” “BeiGene,” or the “Company”) will be held on April 28, 2025, at 8:30 a.m. local time, at the offices of Mourant Governance Services (Cayman) Limited, at 94 Solaris Avenue, Camana Bay, Grand Cayman KY1-1108, Cayman Islands. The purpose of the meeting is to consider and vote on the following:

1. To consider and vote upon a special resolution to approve the Company’s de-registration in the Cayman Islands and the Company’s continuation in Switzerland (the “Continuation”), in accordance with our seventh amended and restated memorandum and articles of association (collectively, our “Articles”), Section 206 of the Companies Act (as amended) of the Cayman Islands (the “Cayman Companies Act”) and Article 161 of the Swiss Federal Code on Private International Law;
2. Subject to the approval of the Continuation, to consider and vote upon a special resolution to amend and restate our Articles in the form set forth in Exhibit A of this proxy statement/prospectus (the “Proposed Swiss Articles”), to be effective from the effective date of the Continuation; and
3. Subject to the approval of the Continuation and as required by Swiss law, to approve the election of Ernst & Young AG to serve as our statutory auditor (for Swiss legal purposes) until our first annual general meeting following the completion of the Continuation and provide related audit services and the authorization to board of directors to fix the remuneration of Ernst & Young AG.

We do not expect to transact any other business at the EGM. Our board of directors (the “Board of Directors”) has fixed 5:00 a.m. Cayman Islands Time on February 5, 2025 as the record date (the “Record Date”). Holders of record of our Ordinary Shares as of 5:00 a.m. Cayman Islands Time on the Record Date are entitled to attend and vote at the EGM or any adjournment or postponement of that meeting. This proxy statement/prospectus more fully describes the details of the business to be conducted at the EGM. After careful consideration, our Board of Directors has approved each proposal and recommends that you vote FOR each proposal described in this proxy statement/prospectus.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this proxy statement/prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this proxy statement/prospectus.

This proxy statement/prospectus, for which the Board of Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HK Listing Rules”) and the rules of the Science and Technology Innovation Board of the Shanghai Stock Exchange (“STAR Market”) for the purpose of giving information with regard to the Company. The Board of Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief, the information contained in this proxy statement/prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this proxy statement/prospectus misleading.

This proxy statement/prospectus is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

As of the date of this proxy statement/prospectus, the Board of Directors is comprised of Mr. John V. Oyler as Chairman and executive director, Dr. Xiaodong Wang as non-executive director, and Dr. Olivier Brandicourt, Dr. Margaret Dugan, Mr. Michael Goller, Mr. Anthony C. Hooper, Mr. Ranjeev Krishana, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders, Mr. Qingqing Yi, and Ms. Shalini Sharp as independent non-executive directors.

*Your vote is important. As promptly as possible, you are urged to complete, sign, date and return the accompanying form of proxy card to Mourant Governance Services (Cayman) Limited (for holders of our Ordinary Shares registered on our Cayman Islands register) and to Computershare Hong Kong Investor Services Limited (for holders of our Ordinary Shares registered on our Hong Kong register) no later than 8:30 a.m. Cayman Islands Time / 9:30 a.m. New York Time / 9:30 p.m. Hong Kong Time, on April 26, 2025 or your voting instructions to Citibank, N.A. (for holders of our ADSs) no later than 10:00 a.m. New York Time, on April 18, 2025 if you wish to exercise your voting rights. Holders of our Ordinary Shares traded in RMB as of the Record Date who wish to exercise their voting rights can vote either through (i) the voting platform of the Shanghai Stock Exchange (“SSE”) trading system by logging into their own accounts opened with their designated brokers for trade of RMB Shares during trading windows (i.e. 9:15 a.m. to 9:25 a.m., 9:30 a.m. to 11:30 a.m., and 1:00 p.m. to 3:00 p.m. Beijing Time) of the STAR Market on April 28, 2025; or (ii) the internet voting platform of the SSE (vote.sseinfo.com) from 9:15 a.m. to 3:00 p.m. Beijing Time on April 28, 2025. Holders of our RMB Shares as of the Record Date can also attend the Extraordinary General Meeting in person to vote on the proposals. Further announcement will be made by the Company on the SSE website regarding the voting arrangements for holders of RMB Shares listed on the STAR Market in accordance with the rules of the STAR Market.*

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 28, 2025**

In connection with our Extraordinary General Meeting of Shareholders (the “EGM”), we intend to use the Internet as the primary means of providing our proxy materials to holders of our Ordinary Shares, including, without limitation, our Ordinary Shares listed on HKEx and our RMB Shares listed on STAR Market. We intend to mail holders of our Ordinary Shares a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”) with instructions for accessing the proxy materials on or about March 10, 2025. The Notice of Internet Availability will also provide, among other information, (i) the date, time, and location of the EGM, (ii) the matters to be acted upon at the EGM, (iii) the Board of Directors’ recommendation with regard to each matter, (iv) the website on which the proxy statement/prospectus and form of proxy will be made available, and (v) a toll-free number and an e-mail address through which the holders of Ordinary Shares can request a paper or e-mail copy of our proxy statement/prospectus and form of proxy if desired.

As a result, holders of the Ordinary Shares will not receive paper copies of our proxy materials, unless delivery of paper copies of proxy materials to any such holder is (i) required by local laws or applicable rules of the relevant stock exchange or (ii) timely requested by any such holder in accordance with the procedures and methods as set forth in the Notice of Internet Availability.

Holders of our ADSs will receive printed copies of the proxy materials in the mail, which will be mailed on or about March 10, 2025.

The accompanying proxy statement/prospectus will also be available to the public at [www.beigene.com](http://www.beigene.com) under “Investors — Nasdaq Investors — Filings & Financials — Financial Document Library,” on the U.S. Securities and Exchange Commission website ([www.sec.gov](http://www.sec.gov)), on the Hong Kong Exchanges and Clearing Limited website ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the SSE website ([www.sse.com.cn](http://www.sse.com.cn)). The form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the websites of the Company ([www.beigene.com](http://www.beigene.com)), the U.S. Securities and Exchange Commission ([www.sec.gov](http://www.sec.gov)), and Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). A form of proxy to be used by holders of RMB Shares will be published on the SSE website ([www.sse.com.cn](http://www.sse.com.cn)).

This proxy statement/prospectus incorporates important business and financial information about us that is not included in or delivered with this document. See the sections of this proxy statement/prospectus entitled “Where You Can Find More Information” and “Incorporation by Reference” beginning on pages 87 and 88, respectively. This information is available to any person, including any beneficial owner, upon request directed to our Investor Relations department by submitting a written request or oral request at Investor Relations department, BeiGene, Ltd. c/o BeiGene USA, Inc., 55 Cambridge Parkway, Suite 700W, Cambridge, MA 02142 or at +1 (877) 828-5568. In order to receive timely delivery of the documents, you must make your request no later than five business days prior to the date of the Extraordinary General Meeting.

By Order of the Board of Directors,



Chan Lee  
*Senior Vice President, General Counsel*

March 7, 2025

**Notice to holders of the Ordinary Shares of BeiGene, Ltd.:**

This proxy statement/prospectus is important and requires your immediate attention. If you are in any doubt as to any aspect of this proxy statement/prospectus or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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**This document appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company in Hong Kong. Although this document is a prospectus as defined in Section 2(a)(10) of the Securities Act, it is not, and shall not be deemed to be, a “prospectus” (as defined in Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cap. 32 of Laws of Hong Kong)(“C(WUMP)O”) to be used in Hong Kong, and the publication of this document shall not be deemed to be an offer of securities made pursuant to a “prospectus” issued by or on behalf of the issuer for the purposes of the C(WUMP)O nor shall it constitute an advertisement, invitation or document containing an invitation to the public to enter into or offer to enter into an agreement to acquire, dispose of, subscribe for or underwrite securities for the purposes of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong). Therefore, this document has not been and will not be registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the C(WUMP)O.**