

**BEIGENE, LTD.**  
**百濟神州有限公司**  
**(Stock Code: NASDAQ:BGNE HKEX:06160)**

(the “Company”)

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**FORM OF PROXY**

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I/We \_\_\_\_\_  
*Please Print Name(s)*

of \_\_\_\_\_  
*Please Print Address(es)*

being (a) shareholder(s) of the Company, hereby appoint the Chairman of the meeting or

\_\_\_\_\_ of \_\_\_\_\_  
*Please Print Name* *Please Print Address*

as my/our proxy to vote all of my/our ordinary shares or \_\_\_\_\_ ordinary shares for me/us and on my/our behalf at the extraordinary general meeting of the shareholders of the Company (the “EGM”) to be held on December 27, 2019 at 8:30 a.m. local time at the offices of Mourant Governance Services (Cayman) Limited, at 94 Solaris Avenue, Camana Bay, Grand Cayman KY1-1108, Cayman Islands and at any adjournment of the EGM.

**The Board of Directors of the Company (the “Board of Directors”) recommends a vote FOR resolutions 1 to 4.**

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

	For	Against	Abstain
<b>Resolution 1 — Ordinary Resolution</b> <b>THAT</b> the issuance of approximately 20.5% of the Company’s outstanding shares upon closing to Amgen Inc. (“Amgen”) be and is hereby approved, pursuant to the terms of the Share Purchase Agreement (the “Share Purchase Agreement”) by and between the Company and Amgen.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2 — Ordinary Resolution</b> <b>THAT</b> the Collaboration Agreement (the “Collaboration Agreement”) dated October 31, 2019 by and between the Company, BeiGene Switzerland GmbH and Amgen and the transactions contemplated thereunder be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3 — Ordinary Resolution</b> <b>THAT</b> the annual caps in relation to the Collaboration Agreement be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4 — Ordinary Resolution</b> <b>THAT</b> Anthony C. Hooper be and is hereby elected to serve as a Class III director of the Company until the 2022 annual general meeting of the shareholders of the Company and until his successor is duly elected and qualified, subject to his earlier resignation or removal, subject to and effective upon the closing of the transactions contemplated by the Share Purchase Agreement and the Collaboration Agreement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick to indicate your voting preference. This proxy, when properly executed, will be voted in the manner directed herein. **If you do not complete this section, your proxy will: (i) vote in the manner recommended by the Board of Directors on the above matters presented in the proxy statement (the “Proxy Statement”) dated on or about November 29, 2019 provided with this proxy form; and (ii) vote or abstain at his/her discretion with respect to any other matters properly presented at the EGM.**

Signed: \_\_\_\_\_ Date: \_\_\_\_\_, 2019

Name: \_\_\_\_\_

## NOTES

1. **This proxy is solicited by the Board of Directors.** A proxy need not be a shareholder of the Company. A member may appoint a proxy of his/her own choice. If you wish to appoint someone else, please delete the words “the Chairman of the meeting” and insert the name of the person whom you wish to appoint in the space provided. The Chairman of the meeting will act as your proxy, whether or not such deletion is made, if no other name is inserted. If you wish to vote less than all of the ordinary shares held by you, please delete the words “all of my/our ordinary shares” and insert the number of the ordinary shares that you wish to vote. If you wish to use less than all your votes, or to cast some of your votes “FOR” and some of your votes “AGAINST” a particular resolution and some of your votes “ABSTAIN” from voting on a particular resolution, you must write the number of votes in the relevant box(es).
2. **If this form is returned without an indication as to how the proxy shall vote, the proxy will (i) vote in the manner recommended by the Board of Directors on the above matters presented in the Proxy Statement and (ii) vote or abstain at his/her discretion with respect to any other matters properly presented at the EGM.**
3. If you mark the box “abstain”, it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. Abstentions will be counted for the purpose of determining the presence or absence of a quorum.
4. This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of an officer or attorney duly authorized for that purpose.
5. To be valid, this form must be properly executed, dated and lodged (together with a duly signed and dated power of attorney or other authority (if any) under which it is executed (or a notarized certified copy of such power of attorney or other authority)) as follows:
  - a. Persons who hold our ordinary shares directly on our Cayman Islands register of members at 5:00 p.m. Hong Kong Time / 4:00 a.m. Cayman Islands Time on November 27, 2019 (the “Record Date”) must return a proxy card (i) by mail or by hand to the offices of our registrar in the Cayman Islands (the “Cayman Registrar”): Mourant Governance Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, Grand Cayman KY1-1108, Cayman Islands, or (ii) by email at [BeiGene@mourant.com](mailto:BeiGene@mourant.com)
  - b. Persons who hold our ordinary shares directly on our Hong Kong register of members on the Record Date must return a proxy card by mail or by hand to the offices of our registrar in Hong Kong (the “HK Registrar”): Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kongso as to be received before 4:00 a.m. Cayman Islands Time / 5:00 p.m. Hong Kong Time on December 24, 2019.
6. Any alterations made to this form must be initialed by you.
7. You may revoke your proxy by (i) re-submitting this proxy form by mail or email or by hand before 4:00 a.m. Cayman Islands Time / 5:00 p.m. Hong Kong Time on December 24, 2019 or (ii) attending the EGM and voting in person. Any written notice of revocation or subsequent proxy card must be received by the Cayman Registrar or the HK Registrar, as applicable, prior to 4:00 a.m. Cayman Islands Time / 5:00 p.m. Hong Kong Time on December 24, 2019. Such written notice of revocation or subsequent proxy card should be sent to the Cayman Registrar or the Hong Kong Registrar, as applicable, by mail or email or by hand.
8. The completion and return of this form will not prevent you from attending the EGM and voting in person should you so wish, although attendance at the EGM will not in and of itself revoke this proxy.
9. In the case of joint holders, signature of any one holder will be sufficient, but the names of all the joint holders should be stated. The vote of the senior holder (according to the order in which the names stand in the register of members in respect of the holding) who tenders a vote in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s).

## PERSONAL INFORMATION COLLECTION STATEMENT

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