

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K/A  
Amendment No. 1**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-37686



**BEIGENE, LTD.**

(Exact Name of Registrant as Specified in its Charter)

**Cayman Islands**

(State or other jurisdiction of incorporation or organization)

**98-1209416**

(I.R.S. Employer Identification No.)

**c/o Mourant Governance Services (Cayman) Limited**

**94 Solaris Avenue, Camana Bay**

**Grand Cayman**

**Cayman Islands KY1-1108**

(Address of principal executive offices, including zip code)

**+1 (345) 949 4123**

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing 13 Ordinary Shares, par value \$0.0001 per share	ONC	The NASDAQ Global Select Market
Ordinary Shares, par value \$0.0001 per share*	06160	The Stock Exchange of Hong Kong Limited

\*Included in connection with the registration of the American Depositary Shares ("ADSs") with the U.S. Securities and Exchange Commission. The ordinary shares are not listed for trading in the United States but are listed for trading on The Stock Exchange of Hong Kong Limited ("HKEX").

Securities registered pursuant to Section 12(g) of the Act: The RMB shares are ordinary shares of the registrant issued to permitted investors in the People's Republic of China and listed and traded on the STAR Market in Renminbi. The RMB shares are not listed for trading in the United States or on the HKEX and are not fungible with the ordinary shares listed on the HKEX or the ADSs representing the ordinary shares listed on NASDAQ, and in no event will any RMB shares be able to be converted into the ordinary shares listed on the HKEX or the ADSs listed on NASDAQ, or vice versa.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. :

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2023, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the ordinary shares, including in the form of ADSs, each representing 13 ordinary shares, held by non-affiliates of the registrant was approximately \$10.5 billion, based upon the closing price of the registrant's ADSs on the NASDAQ Global Select Market on June 30, 2023.

As of February 14, 2024, 1,359,513,224 ordinary shares, par value \$0.0001 per share, were outstanding, of which 861,019,991 ordinary shares were held in the form of 66,232,307 ADSs, and 115,055,260 were RMB shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of BeiGene, Ltd.'s Proxy Statement for its 2024 Annual General Meeting of Shareholders are incorporated by reference in the Annual Report on Form 10-K in response to Part III.

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## EXPLANATORY NOTE

BeiGene, Ltd. (the “Company”) is filing this Amendment No. 1 (this “Amendment”) to its Annual Report on Form 10-K for the year ended December 31, 2023 (“Form 10-K”), filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 26, 2024, to comply with Rule 5-04 of SEC Regulation S-X. The Company has concluded that its restricted net assets of consolidated subsidiaries exceeded 25% of its consolidated net assets for the fiscal years ended December 31, 2023 and 2022. As a result, the Company is filing this Amendment to amend Item 15 of the Form 10-K to include financial statements of the parent company only as a supplemental schedule in accordance with Rule 5-04 of SEC Regulation S-X.

The Reports of Independent Registered Public Accounting Firms filed as part of this 10-K/A include these parent-only financial statements.

In addition, the Company’s Chief Executive Officer and Chief Financial Officer have provided new certifications dated as of the date of this filing pursuant to Rules 13a-14(a) and 13a-14(b) under the Securities Exchange Act of 1934, as amended.

Except as described above, this Amendment does not amend, modify, or otherwise update any other information in the Form 10-K and does not reflect events occurring after the filing of the Form 10-K. Accordingly, this Amendment should be read in conjunction with the Form 10-K and the Company’s other filings made with the SEC subsequent to the filing of the Form 10-K.

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## PART IV

### Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this Amendment:

- (a)
    - (2) Financial Information of Parent Company - Financial Statements Schedule I for the years ended December 31, 2023, 2022, and 2021.
    - (3) The exhibits filed as part of this Amendment are set forth on the Exhibit Index immediately following the financial schedule. The Exhibit Index is incorporated herein by reference.
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**Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of BeiGene, Ltd.

We have audited the consolidated financial statements of BeiGene, Ltd. (the Company) as of December 31, 2023 and 2022, and for each of the two years in the period ended December 31, 2023, and have issued our report thereon dated February 26, 2024 included elsewhere in the Form 10-K. Our audits of the consolidated financial statements included the financial statement schedule listed in Item 15 of this Form 10-K/A (the “schedule”) as of December 31, 2023 and 2022, and for each of the two years in the period ended December 31, 2023. This schedule is the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s schedule, based on our audits.

In our opinion, the schedule presents fairly, in all material respects, the information set forth therein when considered in conjunction with the consolidated financial statements.

/s/ Ernst & Young LLP  
Boston, Massachusetts  
January 8, 2025

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## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of BeiGene, Ltd.

We have audited the consolidated statements of operations, comprehensive loss, cash flows and shareholders' equity of BeiGene, Ltd. (the Company) for the year ended December 31, 2021, and the related notes (collectively referred to as the "consolidated financial statements") and have issued our report thereon dated February 28, 2022, except for the effects on the consolidated financial statements of the correction of an error, as to which the date is February 27, 2023, included elsewhere in the Form 10-K. Our audit of the consolidated financial statements included the financial statement schedule listed in Item 15 of this Form 10-K/A (the "schedule") for the year ended December 31, 2021. This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's schedule, based on our audits.

In our opinion, the schedule present fairly, in all material respects, the information set forth therein when considered in conjunction with the consolidated financial statements.

/s/ Ernst & Young Hua Ming LLP  
Beijing, The People's Republic of China  
January 8, 2025

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Schedule I - Condensed Financial Information of Registrant

BeiGene, Ltd.

Financial Information of Parent Company

Condensed Statements of Operations

(Amounts in thousands of U.S. Dollars (“\$”))

	Year Ended December 31,		
	2023	2022	2021
	\$	\$	\$
Operating expenses			
Research and development	326,560	637,152	472,465
Selling, general and administrative	304,543	228,801	203,971
Total operating expenses	631,103	865,953	676,436
Loss from operations	(631,103)	(865,953)	(676,436)
Interest income (expense), net	48,982	39,585	(7,709)
Other expense, net	(297,856)	(1,173,306)	(773,671)
Loss before income taxes	(879,977)	(1,999,674)	(1,457,816)
Income tax expense	1,731	4,141	—
Net loss	(881,708)	(2,003,815)	(1,457,816)

**BeiGene, Ltd.**  
**Financial Information of Parent Company**  
**Condensed Statements of Comprehensive Loss**  
**(Amounts in thousands of U.S. Dollars (“\$”))**

	Year Ended December 31,		
	2023	2022	2021
	\$	\$	\$
Net loss	(881,708)	(2,003,815)	(1,457,816)
Other comprehensive (loss) income, net of tax of nil:			
Foreign currency translation adjustments	(25,464)	(90,421)	13,714
Pension liability adjustments, net	(5,611)	365	1,865
Unrealized holding gain (loss), net	9,046	(5,311)	(4,571)
Comprehensive loss	<u>(903,737)</u>	<u>(2,099,182)</u>	<u>(1,446,808)</u>



**BeiGene, Ltd.**  
**Financial Information of Parent Company**  
**Condensed Balance Sheets**  
(Amounts in thousands of U.S. Dollars (“\$”))

	As of December 31,	
	2023	2022
	\$	\$
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	723,964	1,742,320
Prepaid expenses and other current assets	785,471	1,354,298
<b>Total current assets</b>	<b>1,509,435</b>	<b>3,096,618</b>
Loans to subsidiaries	2,030,249	2,079,810
Investment in wholly owned subsidiaries	1,207,352	229,634
Other non-current assets	69,361	75,118
<b>Total assets</b>	<b>4,816,397</b>	<b>5,481,180</b>
<b>Liabilities and shareholders' equity</b>		
Current liabilities:		
Accrued expenses and other payables	197,289	619,485
Indebtedness to subsidiaries	362,917	—
Short-term debt	547,215	297,868
<b>Total current liabilities</b>	<b>1,107,421</b>	<b>917,353</b>
Other long-term liabilities	171,649	180,472
<b>Total liabilities</b>	<b>1,279,070</b>	<b>1,097,825</b>
<b>Total shareholders' equity</b>	<b>3,537,327</b>	<b>4,383,355</b>
<b>Total liabilities and shareholders' equity</b>	<b>4,816,397</b>	<b>5,481,180</b>

**BeiGene, Ltd.**  
**Financial Information of Parent Company**  
**Condensed Statements of Cash Flows**  
(Amounts in thousands of U.S. Dollars (“\$”))

	Year Ended December 31,		
	2023	2022	2021
	\$	\$	\$
<b>Cash flows from operating activities:</b>			
Net loss	(881,708)	(2,003,815)	(1,457,816)
Adjustments to reconcile net loss to net cash used in operating activities:			
Acquired in-process research and development	15,000	—	75,000
Amortization of research and development cost share liability	(55,294)	(96,402)	(112,486)
Unrealized losses in subsidiaries	237,351	932,071	871,365
Other items, net	(374,370)	(596,496)	(256,514)
Changes in operating assets and liabilities:			
Prepaid expenses and other current assets	30,519	6,671	(20,079)
Accrued expenses and other payables	(140,126)	875,826	236,738
Net cash used in operating activities	(1,168,628)	(882,145)	(663,792)
<b>Cash flows from investing activities:</b>			
Purchases of short-term investments	(2,075)	(1,485)	(1,943,930)
Proceeds from sale or maturity of short-term investments	552,000	1,487,028	2,758,381
Purchase of in-process research and development	(15,000)	(75,000)	—
Investment in subsidiaries	(883,328)	(2,675,908)	(113,000)
Other investing activities	188,656	79,004	(191,113)
Net cash (used in) provided by investing activities	(159,747)	(1,186,361)	510,338
<b>Cash flows from financing activities:</b>			
Proceeds from public offering, net of cost	—	—	3,442,616
Proceeds from short-term loans	547,842	296,188	246,347
Repayment of short-term loans	(293,002)	(247,460)	(245,459)
Proceeds from option exercises and employee share purchase plan	55,712	46,965	92,762
Net cash provided by financing activities	310,552	95,693	3,536,266
Net (decrease) increase in cash, cash equivalents, and restricted cash	(1,017,823)	(1,972,813)	3,382,812
Cash, cash equivalents, and restricted cash, beginning of year	1,742,371	3,715,184	332,372
<b>Cash, cash equivalents, and restricted cash, end of year</b>	<b>724,548</b>	<b>1,742,371</b>	<b>3,715,184</b>

## Notes

- Schedule I has been provided pursuant to the requirements of Rules 12-04(a) and 5-04(c) of Regulation S-X (the “Rules”), which require condensed financial information as to the financial position, changes in financial position and results of operations of a parent company as of the same dates and for the same periods for which audited consolidated financial statements have been presented when the restricted net assets of consolidated subsidiaries exceed 25 percent of consolidated net assets as of the end of the most recently completed fiscal year.
- The condensed financial information has been prepared using the same accounting policies as set out in the consolidated financial statements. For purposes of this condensed financial information, BeiGene, Ltd. (the “Parent Company”)’s investments in its wholly owned and majority owned subsidiaries are recorded under the equity method of accounting in accordance with ASC 323.
- Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted as allowed under the Rules. These footnote disclosures provide certain supplemental information relating to the operations of the Company and, as such, these statements should be read in conjunction with the notes to the consolidated financial statements in the Form 10-K.
- As of December 31, 2023, the Parent Company had a remaining capital commitment of \$8,850 on an equity investment which is expected to be paid from time to time over the investment period. The Parent Company has unconditionally guaranteed the payment and performance of the obligations of BeiGene Switzerland GmbH in accordance with the terms of the global strategic oncology collaboration with Amgen Inc. No amounts have been recognized related to this guarantee. The Parent Company has no other material contingencies, long-term obligations or guarantees not already disclosed in its consolidated financial statements in the Form 10-K.
- The following table summarizes the Parent Company’s short-term debt obligations as of December 31, 2023 and 2022:

Lender	Line of Credit	Term	Maturity Date	Interest Rate	As of December 31,			
					2023		2022	
					\$	RMB	\$	RMB
China Merchants Bank	\$380,000	1-year	December 25, 2024	1	300,000	2,129,321	—	—
China Minsheng Bank	\$150,000	1-year	December 19, 2024	7.3%	150,000	1,064,660	—	—
China Minsheng Bank	\$200,000	1-year	October 9, 2023	4.3%	—	—	150,000	1,034,554
Shanghai Pudong Development Bank	\$50,000	1-year	February 25, 2023	2.2%	—	—	50,000	344,851
HSBC Bank	RMB340,000	1-year	May 3, 2024	2	47,903	340,000	—	—
Shanghai Pudong Development Bank	RMB700,000	1-year	November 21, 2024	2.9%	49,312	350,000	—	—
China Industrial Bank	RMB675,000	1-year	September 18, 2023	2.4%	—	—	97,868	675,000
Total short-term debt					<u>547,215</u>	<u>3,883,981</u>	<u>297,868</u>	<u>2,054,405</u>

- The outstanding borrowings bear floating interest rates benchmarking the Secured Overnight Financing Rate (“SOFR”). The loan interest rate was 7.2% as of December 31, 2023.
- The outstanding borrowings bear floating interest rates benchmarking Hong Kong interbank market rate for RMB. The loan interest rate was 4.5% as of December 31, 2023.

**Exhibit Index**

<b>Exhibit No.</b>	<b>Exhibit Description</b>	<b>Filed/ Furnished Herewith</b>	<b>Incorporated by Reference Herein from Form or Schedule</b>	<b>Filing Date</b>	<b>SEC File/ Reg. Number</b>
23.1	<a href="#">Consent of Ernst &amp; Young LLP</a>	X			
23.2	<a href="#">Consent of Ernst &amp; Young Hua Ming LLP</a>	X			
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X			
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X			
32.1*	<a href="#">Certification of Principal Executive Officer and Principle Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	X			
101.INS	Inline XBRL Instance Document - the instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document				
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X			
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X			
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X			
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*)	X			

\* Furnished herewith.

**SIGNATURES**

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 8, 2025

**BEIGENE, LTD.**

By: /s/ JOHN V. OYLER

John V. Oyler  
*Chief Executive Officer and Chairman*  
*(Principal Executive Officer)*

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- 1) Registration Statement (Form S-8 No. 333-209410) pertaining to the 2011 Option Plan, 2016 Share Option and Incentive Plan, and Non-Plan Share Options of BeiGene, Ltd.,
- 2) Registration Statement (Form S-8 No. 333-214064) pertaining to the 2011 Option Plan of BeiGene, Ltd.,
- 3) Registration Statement (Form S-8 No. 333-216885) pertaining to the 2016 Share Option and Incentive Plan of BeiGene, Ltd.,
- 4) Registration Statement (Form S-8 No. 333-223319) pertaining to the 2016 Share Option and Incentive Plan, as amended, of BeiGene, Ltd.,
- 5) Registration Statement (Form S-8 No. 333-225543) pertaining to the 2018 Employee Share Purchase Plan and the 2018 Inducement Equity Plan of BeiGene, Ltd.,
- 6) Registration Statement (Form S-8 No. 333-228786) pertaining to the Second Amended and Restated 2016 Share Option and Incentive Plan and the Second Amended and Restated 2018 Employee Share Purchase Plan of BeiGene, Ltd.,
- 7) Registration Statement (Form S-8 No. 333-241697) pertaining to the Second Amended and Restated 2016 Share Option and Incentive Plan, as amended, of BeiGene, Ltd.,
- 8) Registration Statement (Form S-8 No. 333-266639) pertaining to the Second Amended and Restated 2016 Share Option and Incentive Plan, as amended, of BeiGene, Ltd.,
- 9) Registration Statement (Form S-3 No. 333- 271762) of BeiGene, Ltd. and the related prospectus,
- 10) Registration Statement (Form S-3 No. 333-271765) of BeiGene, Ltd. and the related prospectus,
- 11) Registration Statement (From S-8 No. 333-279980) pertaining to the Third Amended and Restated 2016 Share Option and Incentive Plan and the Fourth Amended and Restated 2018 Employee Share Purchase Plan of BeiGene, Ltd., and
- 12) Registration Statement (Form S-4 No. 333-281324) of BeiGene, Ltd. and the related prospectus;

of our report dated January 8, 2025, with respect to the financial statement schedule listed in Item 15, included in this Form 10-K/A.

/s/ Ernst & Young LLP  
Boston, Massachusetts  
January 8, 2025

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

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- 2) Registration Statement (Form S-8 No. 333-214064) pertaining to the 2011 Option Plan of BeiGene, Ltd.,
- 3) Registration Statement (Form S-8 No. 333-216885) pertaining to the 2016 Share Option and Incentive Plan of BeiGene, Ltd.,
- 4) Registration Statement (Form S-8 No. 333-223319) pertaining to the 2016 Share Option and Incentive Plan, as amended, of BeiGene, Ltd.,
- 5) Registration Statement (Form S-8 No. 333-225543) pertaining to the 2018 Employee Share Purchase Plan and the 2018 inducement Equity Plan of BeiGene, Ltd.,
- 6) Registration Statement (Form S-8 No. 333-228786) pertaining to the Second Amended and Restated 2016 Share Option and Incentive Plan and the Second Amended and Restated 2018 Employee Share Purchase Plan of BeiGene, Ltd.,
- 7) Registration Statement (Form S-8 No. 333-241697) pertaining to the Second Amended and Restated 2016 Share Option and Incentive Plan, as amended, of BeiGene, Ltd.,
- 8) Registration Statement (Form S-8 No. 333-266639) pertaining to the Second Amended and Restated 2016 Share Option and Incentive Plan, as amended, of BeiGene, Ltd.,
- 9) Registration Statement (Form S-3 No. 333-271762) of BeiGene, Ltd. and the related prospectus,
- 10) Registration Statement (Form S-3 No. 333-271765) of BeiGene, Ltd. and the related prospectus;
- 11) Registration Statement (Form S-8 No. 333-279980) of BeiGene, Ltd. pertaining to the Third Amended and Restated 2016 Share Option and Incentive Plan, as amended of BeiGene, Ltd., and
- 12) Registration Statement (Form S-4 No. 333-281324) of BeiGene, Ltd.

of our report dated January 8, 2025, with respect to the financial statement schedule listed in Item 15, included in this Annual Report Form 10-K/A.

/s/ Ernst & Young Hua Ming LLP  
Beijing, People's Republic of China  
January 8, 2025

## CERTIFICATIONS UNDER SECTION 302

I, John V. Oyler, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of BeiGene, Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 8, 2025

/s/ JOHN V. OYLER

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John V. Oyler

*Chief Executive Officer and Chairman*

*(Principal Executive Officer)*



## CERTIFICATIONS UNDER SECTION 302

I, Aaron Rosenberg, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of BeiGene, Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 8, 2025

/s/ AARON ROSENBERG

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Aaron Rosenberg  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATIONS UNDER SECTION 906**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of BeiGene, Ltd., an exempted company incorporated in the Cayman Islands with limited liability (the “Company”), does hereby certify, to such officer’s knowledge, that:

The Amendment No. 1 to the Annual Report on Form 10-K for the year ended December 31, 2023 (the “Report”) of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 8, 2025

/s/ JOHN V. OYLER

John V. Oyler

*Chief Executive Officer and Chairman*

*(Principal Executive Officer)*

Dated: January 8, 2025

/s/ AARON ROSENBERG

Aaron Rosenberg

*Chief Financial Officer*

*(Principal Financial Officer)*