

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**BeiGene**

**BeiGene, Ltd.**

**百濟神州有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 06160)**

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 5, 2019**

References are made to the circular (the “**Circular**”) and notice of the AGM of BeiGene, Ltd. (the “**Company**”) dated April 29, 2019. Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the Circular.

The Company is pleased to announce that all the ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the Circular were duly passed by way of poll at the AGM held on June 5, 2019 (Toronto time). Full text of each of the Ordinary Resolutions is set out in the Circular and the poll results for the Ordinary Resolutions are as follows:

| <b>Ordinary Resolutions</b>  | <b>Number of votes (%)</b> |                         |                    |
|--|----------------------------|-------------------------|--------------------|
|  | <b>For</b>                 | <b>Against</b>          | <b>Abstentions</b> |
| 1. To re-elect Ranjeev Krishana to serve as a Class III director until the 2022 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“Ordinary Resolution 1”). | 654,407,239<br>94.5302%    | 37,866,247<br>5.4698%   | 187,421            |
| 2. To re-elect Xiaodong Wang to serve as a Class III director until the 2022 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“Ordinary Resolution 2”).    | 456,450,803<br>65.9357%    | 235,815,520<br>34.0643% | 194,584            |

|    | Ordinary Resolutions  | Number of votes (%)     |                        |             |
|----|---|-------------------------|------------------------|-------------|
|    |   | For                     | Against                | Abstentions |
| 3. | To re-elect Qingqing Yi to serve as a Class III director until the 2022 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“Ordinary Resolution 3”).  | 661,033,052<br>95.4872% | 31,240,850<br>4.5128%  | 187,005     |
| 4. | To re-elect Jing-Shyh (Sam) Su to serve as a Class I director until the 2020 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“Ordinary Resolution 4”).   | 689,929,157<br>99.6613% | 2,344,745<br>0.3387%   | 187,005     |
| 5. | To approve and ratify the selection of Ernst & Young Hua Ming LLP and Ernst & Young as the Company’s independent registered public accounting firms for the fiscal year ending December 31, 2019 (“Ordinary Resolution 5”).   | 717,373,119<br>99.9636% | 260,871<br>0.0364%     | 241,644     |
| 6. | Within the parameters of Rule 13.36 of the HK Listing Rules, to approve the granting of a share issue mandate to the Board of Directors to issue, allot or deal with unissued ordinary shares and/or American Depositary Shares not exceeding 20% of the total number of issued ordinary shares of the Company as at the date of passing of such ordinary resolution up to the next annual general meeting of shareholders of the Company, subject to the conditions described in the Circular (“Ordinary Resolution 6”). | 611,981,188<br>89.0828% | 74,999,231<br>10.9172% | 5,480,488   |

|    | Ordinary Resolutions  | Number of votes (%)     |                         |             |
|----|---|-------------------------|-------------------------|-------------|
|    |   | For                     | Against                 | Abstentions |
| 7. | To authorize the Company and its underwriters, in their sole discretion, to allocate to each of Baker Bros. Advisors LP and Hillhouse Capital Management, Ltd. and parties affiliated with each of them (the “Existing Shareholders”), up to a maximum amount of shares in order to maintain the same shareholding percentage of each of the Existing Shareholders (based on the then-outstanding share capital of the Company) before and after the allocation of the corresponding securities issued pursuant to an offering conducted pursuant to the general mandate set forth above for a period of five years, which period will be subject to an extension on a rolling basis each year, conditional on the approval of the shareholders who are not Existing Shareholders, subject to the conditions described in the Circular (“Ordinary Resolution 7”). | 383,272,393<br>83.5913% | 75,234,870<br>16.4087%  | 228,139,544 |
| 8. | To approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Circular (“Ordinary Resolution 8”).   | 496,035,024<br>72.6931% | 186,333,764<br>27.3069% | 10,092,119  |

*Notes:*

- (1) As at the record date of the AGM, the total number of ordinary shares of the Company in issue was 777,413,184 ordinary shares.
- (2) As referred to in the Circular, the Existing Shareholders were interested in 238,082,922 ordinary shares of our Company (excluding shares underlying outstanding restricted share units and options), representing approximately 30.6250% of the total issued share capital of the Company as at the date of the Circular, and were required to abstain and did abstain from voting or did not vote on Ordinary Resolution 7. Accordingly, the total number of ordinary shares entitling the other shareholders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 7 at the AGM was 539,330,262.

- (3) The total number of our ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 1 at the AGM was 777,413,184 ordinary shares.
- (4) The total number of our ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 2 at the AGM was 777,413,184 ordinary shares.
- (5) The total number of our ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 3 at the AGM was 777,413,184 ordinary shares.
- (6) The total number of our ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 4 at the AGM was 777,413,184 ordinary shares.
- (7) The total number of our ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 5 at the AGM was 777,413,184 ordinary shares.
- (8) The total number of our ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 6 at the AGM was 777,413,184 ordinary shares.
- (9) The total number of our ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 8 at the AGM was 777,413,184 ordinary shares.
- (10) There was no share entitling any holder to attend and abstain from voting in favour of any of the Ordinary Resolutions at the AGM as set out in Rule 13.40 of the HK Listing Rules, and save as disclosed above, no other shareholder was required to abstain from voting at the AGM under the HK Listing Rules.
- (11) No shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Ordinary Resolutions.
- (12) As a simple majority of the votes were cast in favor of the Ordinary Resolutions, the Ordinary Resolutions were duly passed.
- (13) PwC Law LLP was appointed as the scrutineer at the AGM for the purpose of vote-taking.

By order of the Board  
**BeiGene, Ltd.**  
**Mr. John V. Oyler**  
*Chairman*

Hong Kong, June 6, 2019

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. John V. Oyler as Chairman and Executive Director, Dr. Xiaodong Wang as Non-executive Director, and Mr. Timothy Chen, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Ranjeev Krishana, Mr. Thomas Malley, Mr. Jing-Shyh (Sam) Su and Mr. Qingqing Yi as Independent Non-executive Directors.*