

This document shall also serve as a circular to holders of the ordinary shares of BeiGene, Ltd. for purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HK Listing Rules”)

BEIGENE, LTD.

**(NASDAQ Trading Symbol: BGNE; HKEx Stock Code: 06160)
c/o Maurant Governance Services (Cayman) Limited
94 Solaris Avenue, Camana Bay
Grand Cayman KY1-1108
Cayman Islands**

NOTICE OF 2019 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2019 Extraordinary General Meeting of Shareholders (the “EGM”) of BeiGene, Ltd. (the “Company”) will be held on December 27, 2019, at 8:30 a.m. local time, at the offices of Maurant 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. ordinary resolution: to approve the issuance of 203,282,820 ordinary shares of the Company, or approximately 20.5% of the Company’s outstanding shares upon closing, at a price per share equal to US\$13.45, to Amgen Inc. (“Amgen”), pursuant to the terms of the Share Purchase Agreement (the “Share Purchase Agreement”) dated October 31, 2019 by and between the Company and Amgen;
2. ordinary resolution: to approve the Collaboration Agreement (the “Collaboration Agreement”) dated October 31, 2019 by and among the Company, BeiGene Switzerland GmbH and Amgen and the transactions contemplated thereunder;
3. ordinary resolution: to approve the annual caps in relation to the Collaboration Agreement;
4. ordinary resolution: to elect Anthony C. Hooper 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, subject to and effective upon the closing of the transactions contemplated by the Share Purchase Agreement and the Collaboration Agreement; and
5. to transact such other business as may properly come before the EGM or any adjournment or postponement, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the resolutions listed above.

We do not expect to transact any other business at the EGM. Our Board of Directors has fixed 5:00 p.m. Hong Kong Time / 4:00 a.m. Cayman Islands Time on November 27, 2019 as the record date. Holders of record of our ordinary shares as of 5:00 p.m. Hong Kong Time on the record date are entitled to attend and vote at the meeting or any adjournment or postponement of that meeting. Holders of record of our American Depositary Shares (“ADSs”), each representing 13 of our ordinary shares, as of the record date who wish to exercise their voting rights for the underlying ordinary shares must act through Citibank, N.A., the depositary of the ADSs.

The accompanying Proxy Statement more fully describes the details of the business to be conducted at the EGM. After careful consideration, our Board of Directors has approved the proposals and recommends that you vote FOR the director nominee and FOR each other proposal described in this Proxy Statement.

On October 31, 2019, shareholders holding approximately 40% of our ordinary shares entitled to vote at the EGM entered into support agreements with Amgen, pursuant to which and subject to the

terms therein, they have agreed to vote all their ordinary shares in favor of the resolutions set forth above.

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

This Proxy Statement, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the HK Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief, the information contained in this Proxy Statement 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 misleading.

This Proxy Statement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of BeiGene, Ltd.

As at the date of this Proxy Statement, 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.

Your vote is important. As promptly as possible, you are urged to complete, sign, date and return the accompanying form of proxy 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 4:00 a.m. Cayman Islands Time / 5:00 p.m., Hong Kong Time, on December 24, 2019 or your voting instructions to Citibank, N.A. (for holders of our ADSs) no later than 10:00 a.m., New York Time, on December 19, 2019 if you wish to exercise your voting rights.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON
DECEMBER 27, 2019**

The accompanying Proxy Statement will also be available to the public at www.beigene.com under “Investors—NASDAQ investors” and “—HKEX investors”, on the website of the U.S. Securities and Exchange Commission (www.sec.gov) and on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). The form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Company (www.beigene.com), the U.S. Securities and Exchange Commission (www.sec.gov), and Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read 'Scott A. Samuels', written in a cursive style.

Scott A. Samuels
Senior Vice President, General Counsel

November 29, 2019

Notice to holders of the ordinary shares of BeiGene, Ltd:

If you are in any doubt as to any aspect of this Proxy Statement 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.