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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 EXTRAORDINARY GENERAL MEETING HELD ON DECEMBER 27, 2019

References are made to the circular and notice of the EGM of BeiGene, Ltd. (the “**Company**”) dated November 29, 2019, as supplemented by a circular supplement dated December 6, 2019 (the “**Circular**”). Unless otherwise defined herein, capitalized 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 EGM held on December 27, 2019 (Cayman Islands 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:

Ordinary Resolutions	Number of votes (%)		
	For	Against	Abstentions
1. To approve the issuance of 206,635,013 ordinary shares of the Company, or approximately 20.5% of the Company’s outstanding shares upon closing to Amgen Inc. (“ Amgen ”), pursuant to the terms of the Share Purchase Agreement, as amended (the “ Share Purchase Agreement ”) by and between the Company and Amgen (“ Ordinary Resolution 1 ”).	711,255,325 99.9964%	25,298 0.0036%	40,976
2. To approve the Collaboration Agreement dated October 31, 2019 by and between the Company, BeiGene Switzerland GmbH and Amgen and the transactions contemplated thereunder (“ Ordinary Resolution 2 ”).	711,275,839 99.9993%	4,927 0.0007%	40,833
3. To approve the annual caps in relation to the Collaboration Agreement (“ Ordinary Resolution 3 ”).	711,275,683 99.9993%	4,979 0.0007%	40,937

Ordinary Resolutions

Number of votes (%)		
For	Against	Abstentions

4.	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 (“ Ordinary Resolution 4 ”).	709,691,113 99.7858%	1,523,353 0.2142%	107,133
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Notes:

- (1) As at the record date of the EGM, the total number of ordinary shares of the Company in issue was 794,840,698 ordinary shares, which included ordinary shares issued to the Depositary in exchange for a corresponding amount of ADSs for the purposes of ensuring that it has ADSs readily available to satisfy the vesting of restricted share units and the exercise of share options from time to time.
- (2) 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 EGM was 794,840,698 ordinary shares.
- (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 2 at the EGM was 794,840,698 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 3 at the EGM was 794,840,698 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 4 at the EGM was 794,840,698 ordinary shares.
- (6) There was no share entitling any holder to attend and abstain from voting in favor of any of the Ordinary Resolutions at the EGM as set out in Rule 13.40 of the HK Listing Rules, and no shareholder was required to abstain from voting at the EGM under the HK Listing Rules.
- (7) No shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Ordinary Resolutions.
- (8) As a simple majority of the votes were cast in favor of the Ordinary Resolutions, the Ordinary Resolutions were duly passed.
- (9) Mourant Governance Services (Cayman) Limited was appointed as the scrutineer at the EGM for the purpose of vote-taking.

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

Hong Kong, December 30, 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.