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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 ANNUAL GENERAL MEETING HELD ON JUNE 17, 2020

References are made to the circular (the “**Circular**”) and notice of the AGM of BeiGene, Ltd. (the “**Company**”) dated April 28, 2020. 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 17, 2020 (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 re-elect John V. Oyler to serve as a Class I director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 1 ”).	847,434,572 99.2657%	6,268,683 0.7343%	721,214
2.	To re-elect Timothy Chen to serve as a Class I director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 2 ”).	847,106,054 99.1131%	7,580,066 0.8869%	63,843
3.	To re-elect Jing-Shyh (Sam) Su to serve as a Class I director until the 2023 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 3 ”).	849,863,170 99.6683%	2,828,150 0.3317%	2,058,643

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstentions
4.	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, 2020 (" Ordinary Resolution 4 ").	874,976,442 99.9987%	11,297 0.0013%	85,358
5.	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 5 ").	811,181,178 94.9088%	43,513,977 5.0912%	54,808
6.	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 6 ").	576,920,828 92.9293%	43,896,327 7.0707%	228,508,808

Ordinary Resolutions		Number of votes (%)		
		For	Against	Abstentions
7.	To authorize the Company and its underwriters, in their sole discretion, to allocate to Amgen Inc. (“ Amgen ”) up to a maximum amount of shares in order to maintain the same shareholding percentage of Amgen (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 Amgen, subject to the conditions described in the Circular (“ Ordinary Resolution 7 ”).	604,181,560 93.2299%	43,874,279 6.7701%	206,694,124
8.	To approve Amendment No. 1 to the Second Amended and Restated 2016 Share Option and Incentive Plan to increase the number of authorized shares available for issuance by 57,200,000 ordinary shares and to extend the term of the plan through April 13, 2030 (“ Ordinary Resolution 8 ”).	702,859,852 82.2356%	151,831,104 17.7644%	59,007
9.	To approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Circular (“ Ordinary Resolution 9 ”).	820,234,442 96.2281%	32,151,040 3.7719%	2,364,481

Notes:

- (1) As at the record date of the AGM, the total number of ordinary shares of the Company in issue was 1,007,976,816, which included ordinary shares issued to the Depositary in exchange for a corresponding amount of American Depositary Shares for the purposes of ensuring that it has American Depositary Shares 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 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 1,007,976,816 ordinary shares.
- (3) The total number of 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 1,007,976,816 ordinary shares.
- (4) The total number of 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 1,007,976,816 ordinary shares.

- (5) The total number of 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 1,007,976,816 ordinary shares.
- (6) The total number of 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 1,007,976,816 ordinary shares.
- (7) As referred to in the Circular, the Existing Shareholders were interested in 235,893,630 ordinary shares of the Company (excluding shares underlying outstanding share options), representing approximately 23.4027% of the total issued share capital of the Company as at the date of the Circular, and were required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolution 6. 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 6 at the AGM was 772,083,186 ordinary shares.
- (8) As referred to in the Circular, Amgen was interested in 206,635,013 ordinary shares of the Company, representing approximately 20.5% of the total issued share capital of the Company as at the date of the Circular, and was required to refrain or abstain and did abstain from voting 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 801,341,803 ordinary shares.
- (9) The total number of 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 1,007,976,816 ordinary shares.
- (10) The total number of ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Ordinary Resolution 9 at the AGM was 1,007,976,816 ordinary shares.
- (11) There were no shares 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.
- (12) No shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Ordinary Resolutions.
- (13) As a simple majority of the votes were cast in favor of each of the Ordinary Resolutions, the Ordinary Resolutions were duly passed.
- (14) Mourant Governance Services (Cayman) Limited 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 18, 2020

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 and Mr. Anthony C. Hooper as Non-executive Directors, 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.