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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 16, 2021

References are made to the circular (the “**Circular**”) and notice of the 2021 annual general meeting (the “**AGM**”) of BeiGene, Ltd. (the “**Company**”) dated April 30, 2021. 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 and special resolutions (the “**Resolutions**”) as set out in the Circular were duly passed by way of poll at the AGM held on June 16, 2021, at 6:00 p.m. (Cayman Islands time). Full text of each of the Resolutions is set out in the Circular and the poll results for the Resolutions are as follows:

Resolutions		Number of votes (%)		
		For	Against	Abstentions
1.	To re-elect Donald W. Glazer to serve as a Class II director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 1 ”).	928,014,539 89.6469%	107,174,653 10.3531%	2,097,719
2.	To re-elect Michael Goller to serve as a Class II director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 2 ”).	1,027,704,667 99.2770%	7,484,525 0.7230%	2,097,719
3.	To re-elect Thomas Malley to serve as a Class II director until the 2024 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 3 ”).	1,032,105,592 99.7021%	3,083,600 0.2979%	2,097,719

Resolutions		Number of votes (%)		
		For	Against	Abstentions
4.	To re-elect Corazon (Corsee) D. Sanders to serve as a Class II director until the 2024 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal (“ Ordinary Resolution 4 ”).	1,035,763,532 99.9578%	437,658 0.0422%	1,085,721
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, 2021 (“ Ordinary Resolution 5 ”).	1,036,025,755 99.9833%	173,498 0.0167%	1,087,658
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 of 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 ”).	990,583,846 95.5987%	45,605,644 4.4013%	1,097,421
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 in Ordinary Resolution 6 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 ”).	618,184,101 81.9821%	135,863,251 18.0179%	277,815,559

Resolutions		Number of votes (%)		
		For	Against	Abstentions
8.	To authorize the Company and its underwriters, in their sole discretion, to allocate to each of 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 proposed issue of shares (the “ RMB Shares ”) to be listed on the Science and Technology Innovation Board (the “ STAR Market ”) of the Shanghai Stock Exchange and to be traded in Renminbi (“ RMB ”) pursuant to the general mandate set forth in Ordinary Resolution 6, subject to the conditions described in the Circular (“ Ordinary Resolution 8 ”).	618,210,751 81.9851%	135,841,658 18.0149%	277,810,502
9.	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 in Ordinary Resolution 6 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 9 ”).	684,519,278 85.5714%	115,420,094 14.4286%	237,347,539

Resolutions		Number of votes (%)		
		For	Against	Abstentions
10.	To authorize the Company and its underwriters, in their sole discretion, to allocate to 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 proposed issue of shares to be listed on the STAR Market and to be traded in RMB pursuant to the general mandate set forth in Ordinary Resolution 6, subject to the conditions described in the Circular (“ Ordinary Resolution 10 ”).	684,515,638 85.5709%	115,423,734 14.4291%	237,347,539
11.	To approve the grant of an option to acquire shares to Amgen to allow Amgen to subscribe for additional shares under a specific mandate in an amount necessary to enable it to increase (and subsequently maintain) its ownership at approximately 20.6% of the Company’s outstanding share capital, up to an aggregate of 75,000,000 ordinary shares during the option term, pursuant to the terms of the Restated Amendment No. 2 dated September 24, 2020 to the Share Purchase Agreement dated October 31, 2019, as amended, by and between the Company and Amgen (“ Ordinary Resolution 11 ”).	703,516,653 87.9464%	96,421,445 12.0536%	237,348,813
12.	To approve the grant of restricted share units (“ RSUs ”) with a grant date fair value of US\$3,750,000 to Mr. John V. Oyler under the Second Amended and Restated 2016 Share Option and Incentive Plan (as amended, the “ 2016 Plan ”), according to the terms and conditions described in the Circular (“ Ordinary Resolution 12 ”).	886,826,882 90.4939%	93,158,154 9.5061%	57,301,875

Resolutions		Number of votes (%)		
		For	Against	Abstentions
13.	To approve the grant of RSUs with a grant date fair value of US\$1,000,000 to Dr. Xiaodong Wang under the 2016 Plan, according to the terms and conditions described in the Circular (“ Ordinary Resolution 13 ”).	930,855,170 90.8146%	94,151,159 9.1854%	12,280,582
14.	To approve the grant of RSUs with a grant date fair value of US\$200,000 to each of the non-executive and independent non-executive directors, Mr. Anthony C. Hooper, Mr. Timothy Chen, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Ranjeev Krishana, Mr. Thomas Malley, Dr. Corazon (Corsee) D. Sanders, Mr. Jing-Shyh (Sam) Su and Mr. Qingqing Yi, under the 2016 Plan, according to the terms and conditions described in the Circular (“ Ordinary Resolution 14 ”).	939,294,579 90.8894%	94,153,759 9.1106%	3,838,573
15.	To approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Circular (“ Ordinary Resolution 15 ”).	924,537,017 89.2259%	111,638,134 10.7741%	1,111,760
16.	To adopt the Sixth Amended and Restated Memorandum and Articles of Association of the Company as described in the Circular, conditioned on and subject to the listing of the RMB Shares on the STAR Market (“ Special Resolution 16 ”).	1,016,850,033 98.1339%	19,335,830 1.8661%	1,101,048
17.	To approve the adjournment of the AGM by the chairman, if necessary, to solicit additional proxies if there are insufficient votes at the time of the AGM to approve any of the proposals described above (“ Ordinary Resolution 17 ”).	885,431,684 85.4506%	150,759,366 14.5494%	1,095,861

Notes:

- (1) As of April 26, 2021 (the “**Latest Practicable Date**”), the total number of ordinary shares of the Company in issue was 1,197,322,617, 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 1,197,322,617 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 1,197,322,617 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 1,197,322,617 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 1,197,322,617 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 1,197,322,617 ordinary shares.
- (7) 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 6 at the AGM was 1,197,322,617 ordinary shares.
- (8) As referred to in the Circular, the Existing Shareholders were interested in 299,152,839 ordinary shares of the Company (excluding shares underlying outstanding share options), representing approximately 24.9851% of the total issued share capital of the Company as of the Latest Practicable Date, and were required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolutions 7 and 8. 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 Resolutions 7 and 8 at the AGM was 898,169,778 ordinary shares.
- (9) As referred to in the Circular, Amgen was interested in 244,117,549 ordinary shares of the Company, representing approximately 20.3886% of the total issued share capital of the Company as at the Latest Practicable Date, and was required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolutions 9, 10 and 11. 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 Resolutions 9, 10 and 11 at the AGM was 953,205,068 ordinary shares.
- (10) As referred to in the Circular, Mr. Oyler and his associates were interested in 56,197,330 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 4.6936% of the total issued share capital of the Company as of the Latest Practicable Date, and was required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolution 12. 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 12 at the AGM was 1,141,125,287 ordinary shares.
- (11) As referred to in the Circular, Dr. Wang and his associates were interested in 11,224,527 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 0.9375% of the total issued share capital of the Company as of the Latest Practicable Date, and was required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolution 13. 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 13 at the AGM was 1,186,098,090 ordinary shares.
- (12) As referred to in the Circular, Mr. Hooper, Mr. Chen, Mr. Glazer, Mr. Goller, Mr. Krishana, Mr. Malley, Dr. Sanders, Mr. Su and Mr. Yi and their respective associates were interested in 3,245,675 ordinary shares of the Company (excluding shares underlying outstanding share options), representing approximately 0.2711% of the total issued share capital of the Company as of the Latest Practicable Date, and was required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolution 14. 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 14 at the AGM was 1,194,076,942 ordinary shares.

- (13) 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 15 at the AGM was 1,197,322,617 ordinary shares.
- (14) The total number of ordinary shares entitling the holders to attend and vote for or against or abstain from voting in respect of Special Resolution 16 at the AGM was 1,197,322,617 ordinary shares.
- (15) 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 17 at the AGM was 1,197,322,617 ordinary shares.
- (16) There were no shares entitling any holder to attend and abstain from voting in favor of any of the 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.
- (17) No shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions.
- (18) As a simple majority of the votes were cast in favor of the Ordinary Resolutions 1 to 15 and 17, and more than a two-thirds majority of the votes were cast in favor of the Special Resolution 16, the Resolutions were duly passed.
- (19) Maurant 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, 2021

As of 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, Dr. Corazon (Corsee) D. Sanders, Mr. Jing-Shyh (Sam) Su and Mr. Qingqing Yi as Independent Non-executive Directors.