

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, 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 22, 2022

References are made to the circular (the “**Circular**”) and notice of the 2022 annual general meeting (the “**AGM**”) of BeiGene, Ltd. (the “**Company**”) dated April 29, 2022. 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 “**Resolutions**”) as set out in the Circular were duly passed by way of poll at the AGM held on June 22, 2022, at 7:00 a.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 Anthony C. Hooper to serve as a Class III director until the 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 1 ”).	1,006,706,801 94.2787%	61,091,519 5.7213%	208,946
2.	To re-elect Ranjeev Krishana to serve as a Class III director until the 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 2 ”).	943,936,889 88.3916%	123,966,142 11.6084%	104,235
3.	To re-elect Xiaodong Wang to serve as a Class III director until the 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 3 ”).	1,062,374,118 99.4823%	5,528,208 0.5177%	104,940
4.	To re-elect Qingqing Yi to serve as a Class III director until the 2025 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 4 ”).	938,217,422 87.8558%	129,688,844 12.1442%	101,000

Resolutions		Number of votes (%)		
		For	Against	Abstentions
5.	To re-elect Margaret Dugan to serve as a Class I director until the 2023 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal (“ Ordinary Resolution 5 ”).	1,067,484,510 99.9603%	423,504 0.0397%	99,252
6.	To re-elect Alessandro Riva 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 6 ”).	1,064,824,026 99.7117%	3,079,024 0.2883%	104,216
7.	To approve and ratify the selection of Ernst & Young LLP, Ernst & Young Hua Ming LLP and Ernst & Young as the Company’s reporting accounting firms for the fiscal year ending December 31, 2022 (“ Ordinary Resolution 7 ”).	1,064,092,884 99.6368%	3,879,388 0.3632%	34,994
8.	Within the parameters 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 (i) unissued ordinary shares (excluding the Company’s ordinary shares listed on the STAR Market and traded in RMB (“ RMB shares ”)) and/or American Depositary Shares (“ ADSs ”) not exceeding 20% of the total number of issued ordinary shares (excluding RMB shares) of the Company and/or (ii) unissued RMB shares not exceeding 20% of the total number of issued RMB shares of the Company, each 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 8 ”).	827,192,929 77.4550%	240,772,355 22.5450%	41,982
9.	Within the parameters of the HK Listing Rules, to approve the granting of a share repurchase mandate to the Board of Directors to repurchase an amount of ordinary shares (excluding RMB shares) and/or ADSs, not exceeding 10% of the total number of issued ordinary shares (excluding RMB 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 9 ”).	1,067,051,779 99.9139%	919,603 0.0861%	35,884

Resolutions		Number of votes (%)		
		For	Against	Abstentions
10.	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 10 ”).	433,605,379 55.2058%	351,829,256 44.7942%	277,148,631
11.	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 11 ”).	502,813,936 60.6339%	326,447,520 39.3661%	238,745,810
12.	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 12 ”).	707,625,627 85.3264%	121,690,604 14.6736%	238,691,035
13.	To approve the grant of restricted share units (“ RSUs ”) with a grant date fair value of US\$4,000,000 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 13 ”).	1,003,123,273 98.6904%	13,310,960 1.3096%	51,573,033

Resolutions		Number of votes (%)		
		For	Against	Abstentions
14.	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 14 ”).	948,040,399 89.9606%	105,798,613 10.0394%	14,168,254
15.	To approve the grant of RSUs with a grant date fair value of US\$200,000 to each of other non-executive and independent non-executive directors, Mr. Anthony C. Hooper, Mr. Timothy Chen, Dr. Margaret Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Ranjeev Krishana, Mr. Thomas Malley, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders, and Mr. Qingqing Yi, under the 2016 Plan, according to the terms and conditions described in the Circular (“ Ordinary Resolution 15 ”).	959,224,652 90.0684%	105,770,960 9.9316%	3,011,654
16.	To approve Amendment No. 2 to the Second Amended and Restated 2016 Share Option and Incentive Plan to increase the number of authorized shares available for issuance by 66,300,000 ordinary shares, subject to the conditions that the number of ordinary shares that may be issued under new options granted under the 2016 Plan and the Amended and Restated 2018 Inducement Equity Plan shall not exceed 10% of the issued share capital as of the date of the shareholders’ resolution approving Amendment No. 2 to the 2016 Plan, and such approved increase in number of authorized shares available for issuance shall be reduced to the extent necessary such that the 10% limit is not exceeded (“ Ordinary Resolution 16 ”).	950,481,503 89.0215%	117,217,711 10.9785%	308,052
17.	To approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Circular (“ Ordinary Resolution 17 ”).	944,622,627 88.4789%	123,002,095 11.5211%	382,544
18.	To approve the adjournment of the Annual Meeting by the chairman, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Annual Meeting to approve any of the proposals described above (“ Ordinary Resolution 18 ”).	920,563,014 86.2024%	147,345,244 13.7976%	99,008

Notes:

- (1) As of April 18, 2022 (the “**Record Date**”), the total number of ordinary shares of the Company in issue was 1,334,805,269, 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 1,334,805,269 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 1,334,805,269 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 1,334,805,269 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 1,334,805,269 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 1,334,805,269 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 1,334,805,269 ordinary shares.
- (8) 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 7 at the AGM was 1,334,805,269 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 1,334,805,269 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 1,334,805,269 ordinary shares.
- (11) 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 22.4117% of the total issued share capital of the Company as of the Record Date, and were required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolution 10. 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 10 at the AGM was 1,035,652,430 ordinary shares.
- (12) As referred to in the Circular, Amgen was interested in 246,269,426 ordinary shares of the Company, representing approximately 18.4498% of the total issued share capital of the Company as at the Record Date, and was required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolutions 11 and 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 Resolutions 11 and 12 at the AGM was 1,088,535,843 ordinary shares.
- (13) As referred to in the Circular, Mr. Oyler and his associates were interested in 51,309,744 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 3.8440% of the total issued share capital of the Company as of the Record 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 1,283,495,525 ordinary shares.
- (14) As referred to in the Circular, Dr. Wang and his associates were interested in 11,214,660 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 0.8402% of the total issued share capital of the Company as of the Record 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 1,323,590,609 ordinary shares.
- (15) As referred to in the Circular, Mr. Anthony C. Hooper, Mr. Timothy Chen, Dr. Margaret Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Ranjeev Krishana, Mr. Thomas Malley, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders, and Mr. Qingqing Yi and their respective associates were interested in 2,841,788 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 0.2129% of the total issued share capital of the Company as of the Record Date, and was required to refrain or abstain and did refrain or abstain from voting on Ordinary Resolution 15. 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 15 at the AGM was 1,331,963,481 ordinary shares.

- (16) 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 16 at the AGM was 1,334,805,269 ordinary shares.
- (17) 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 1,334,805,269 ordinary shares.
- (18) 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 18 at the AGM was 1,334,805,269 ordinary shares.
- (19) 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.
- (20) No other shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions.
- (21) As a simple majority of the votes were cast in favor of the Ordinary Resolutions 1 to 18, the Resolutions were duly passed.
- (22) Mourant Governance Services (Cayman) Limited was appointed as the scrutineer at the AGM for the purpose of vote-taking. Mr. John V. Oyler, Dr. Xiaodong Wang, Mr. Anthony C. Hooper, Dr. Margaret Han Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Ranjeev Krishana, Mr. Thomas Malley, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders and Mr. Qingqing Yi attended the meeting.

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

Hong Kong, June 23, 2022

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 Dr. Margaret Han Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Ranjeev Krishana, Mr. Thomas Malley, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders and Mr. Qingqing Yi as Independent Non-executive Directors.