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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 15, 2023

References are made to the circular (the “**Circular**”) and notice of the 2023 annual general meeting (the “**AGM**”) of BeiGene, Ltd. (the “**Company**”) dated April 27, 2023. 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 15, 2023, at 8:30 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 Dr. Margaret Dugan to serve as a Class I director until the 2026 annual general meeting of shareholders and until her successor is duly elected and qualified, subject to her earlier resignation or removal (“ Ordinary Resolution 1 ”).	1,043,071,109 99.0583%	9,915,997 0.9417%	14,682
2.	To re-elect John V. Oyler to serve as a Class I director until the 2026 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 2 ”).	1,040,325,525 98.8163%	12,461,780 1.1837%	214,483
3.	To re-elect Dr. Alessandro Riva to serve as a Class I director until the 2026 annual general meeting of shareholders and until his successor is duly elected and qualified, subject to his earlier resignation or removal (“ Ordinary Resolution 3 ”).	1,029,761,599 97.7946%	23,222,127 2.2054%	18,062

Resolutions		Number of votes (%)		
		For	Against	Abstentions
4.	To approve and ratify the selection of Ernst & Young LLP, Ernst & Young and Ernst & Young Hua Ming LLP as the Company's reporting accounting firms for the fiscal year ending December 31, 2023 ("Ordinary Resolution 4").	1,052,805,024 99.9836%	172,917 0.0164%	23,847
5.	To authorize the Board of Directors to fix the auditors' remuneration for the fiscal year ending December 31, 2023 ("Ordinary Resolution 5").	1,052,931,046 99.9945%	57,900 0.0055%	12,842
6.	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 6").	840,972,117 79.8682%	211,977,909 20.1318%	51,762
7.	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 7").	1,051,315,803 99.8429%	1,653,723 0.1571%	32,262

Resolutions		Number of votes (%)		
		For	Against	Abstentions
8.	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 8 ”).	469,735,693 60.9100%	301,461,113 39.0900%	276,380,982
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 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 9 ”).	531,543,287 65.2567%	282,998,210 34.7433%	238,460,291

Resolutions		Number of votes (%)		
		For	Against	Abstentions
10.	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 10 ”).	706,984,455 86.7909%	107,598,758 13.2091%	238,418,575
11.	To approve the grant of restricted share units (“ RSUs ”) with a grant date fair value of US\$5,500,000 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 11 ”).	922,909,883 92.0521%	79,685,760 7.9479%	50,406,145
12.	To approve the grant of RSUs with a grant date fair value of US\$1,333,333 to Dr. Xiaodong Wang under the 2016 Plan, according to the terms and conditions described in the Circular (“ Ordinary Resolution 12 ”).	959,826,464 92.1201%	82,102,726 7.8799%	11,072,598
13.	To approve the grant of RSUs with a grant date fair value of US\$200,000 to each of the independent non-executive directors, Dr. Margaret Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Anthony C. Hooper, 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 13 ”).	968,887,884 92.2911%	80,929,272 7.7089%	3,184,632

Resolutions		Number of votes (%)		
		For	Against	Abstentions
14.	To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Circular (" Ordinary Resolution 14 ").	896,391,976 85.1635%	156,162,133 14.8365%	447,679
15.	To adopt the Seventh Amended and Restated Memorandum and Articles of Association of the Company as described in the Circular (" Special Resolution 15 ").	1,052,519,947 99.9966%	35,904 0.0034%	445,937
16.	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 16 ").	949,045,011 90.1643%	103,527,421 9.8357%	429,356

Notes:

- (1) As of April 17, 2023 (the "**Record Date**"), the total number of ordinary shares of the Company in issue was 1,362,652,101, 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 1,362,652,101 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 1,362,652,101 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 1,362,652,101 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 1,362,652,101 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 1,362,652,101 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 1,362,652,101 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 1,362,652,101 ordinary shares.

- (9) As referred to in the Circular, the Existing Shareholders were interested in 298,738,765 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 21.9233% 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 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 Resolution 8 at the AGM was 1,063,913,336 ordinary shares.
- (10) As referred to in the Circular, Amgen was interested in 246,269,426 ordinary shares of the Company, representing approximately 18.0728% 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 9 and 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 Resolutions 9 and 10 at the AGM was 1,116,382,675 ordinary shares.
- (11) As referred to in the Circular, Mr. Oyler and his associates were interested in 49,979,961 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 3.6678% 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 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 Resolution 11 at the AGM was 1,312,672,140 ordinary shares.
- (12) As referred to in the Circular, Dr. Wang and his associates were interested in 9,812,064 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 0.7201% 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 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 1,352,840,037 ordinary shares.
- (13) As referred to in the Circular, Dr. Margaret Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Anthony C. Hooper, 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 3,195,775 ordinary shares of the Company (excluding shares underlying outstanding share options and restricted share units), representing approximately 0.2345%% 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 1,359,456,326 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 Ordinary Resolution 14 at the AGM was 1,362,652,101 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 Special Resolution 15 at the AGM was 1,362,652,101 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 1,362,652,101 ordinary shares.
- (17) 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.
- (18) No other shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions.

- (19) As a simple majority of the votes were cast in favor of the Ordinary Resolutions 1 to 14 and 16, and more than a two-thirds majority of the votes were cast in favor of the Special Resolution 15, the Resolutions were duly passed.
- (20) Mourant Governance Services (Cayman) Limited was appointed as the scrutineer at the AGM for the purpose of vote-taking. Mr. John V. Oyler, Dr. Margaret Han Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Anthony C. Hooper, 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 16, 2023

As of the date of this announcement, the Board of Directors of the Company consists of Mr. John V. Oyler as Chairman and Executive Director, Dr. Xiaodong Wang as Non-executive Director, and Dr. Margaret Han Dugan, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Anthony C. Hooper, Mr. Ranjeev Krishana, Mr. Thomas Malley, Dr. Alessandro Riva, Dr. Corazon (Corsee) D. Sanders and Mr. Qingqing Yi as Independent Non-executive Directors.