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BeiGene

**BeiGene, Ltd.**

*(incorporated in the Cayman Islands with limited liability  
and trading as “百濟神州” or “百濟神州有限公司”)  
(Stock Code: 06160)*

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 7 DECEMBER 2018**

References are made to the circular (the “**Circular**”) and notice of the EGM of BeiGene, Ltd. (the “**Company**”) dated November 8, 2018. 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 special resolutions (the “**Special Resolutions**”) and all the ordinary resolutions (the “**Ordinary Resolutions**”, and together with the Special Resolutions, the “**Resolutions**”) as set out in the Circular were duly passed by way of poll at the EGM held on December 7, 2018. Full text of each of the Resolutions is set out in the Circular and the poll results for the Resolutions are as follows:

<b>Resolutions</b>	<b>Number of votes (%)</b>		
	<b>For</b>	<b>Against</b>	<b>Abstentions</b>
1. To adopt an official Chinese company name “百濟神州有限公司” for the Company (“ <b>Special Resolution 1</b> ”).	688,831,218 99.9996%	2,509 0.0004%	137,046
2. To adopt the Fifth Amended and Restated Memorandum and Articles of Association of the Company to comply with the HK Listing Rules as described in the Circular (“ <b>Special Resolution 2</b> ”).	683,786,028 99.9982%	11,982 0.0018%	5,172,763

Resolutions	Number of votes (%)		
	For	Against	Abstentions
3. 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 ADSs not exceeding 20% of the total number of issued ordinary shares of the Company as at the date of passing of such proposed ordinary resolution up to the next AGM of the Company within the parameters of Rule 13.36 of the HK Listing Rules, subject to the conditions described in the Circular (“ <b>Ordinary Resolution 1</b> ”).	651,537,035 94.5693%	37,414,602 5.4307%	19,136
4. To authorize the Company and its underwriters, at 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 “ <b>Existing Shareholders</b> ”), 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 (5) 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 (“ <b>Ordinary Resolution 2</b> ”).	419,320,112 92.1159%	35,889,013 7.8841%	228,337,648

Resolutions	Number of votes (%)		
	For	Against	Abstentions
5. To approve the Second Amended and Restated 2016 Share Option and Incentive Plan (“ <b>Ordinary Resolution 3</b> ”).	525,700,743 78.7212%	142,099,804 21.2788%	21,170,226
6. To approve the Second Amended and Restated 2018 Employee Share Purchase Plan (“ <b>Ordinary Resolution 4</b> ”).	688,334,709 99.9096%	622,479 0.0904%	13,585

*Notes:*

- (1) As at the record date of the EGM, the total number of ordinary shares of the Company in issue was 771,063,184 ordinary shares.
- (2) As referred to in the Circular, the Existing Shareholders were interested in 238,082,922 ordinary shares of our Company (excluding 453,448 shares underlying outstanding restricted share units and options), representing approximately 30.8772% of the total issued share capital of the Company as at the date of the Circular, and were required to abstain and did abstain from voting or did not vote on Ordinary Resolution 2. 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 2 at the EGM was 532,980,262.
- (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 Special Resolution 1 at the EGM was 771,063,184 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 Special Resolution 2 at the EGM was 771,063,184 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 1 at the EGM was 771,063,184 ordinary shares.
- (6) 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 771,063,184 ordinary shares.
- (7) 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 771,063,184 ordinary shares.

- (8) There was no share entitling any holder to attend and vote only against any of the Resolutions at the EGM 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 EGM under the HK Listing Rules.
- (9) As a simple majority of the votes were cast in favor of the Ordinary Resolutions and at least two-thirds of the votes were cast in favor of the Special Resolutions, the Resolutions were duly passed.
- (10) PricewaterhouseCoopers (Bahamas) 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 10, 2018

*As at the date of this announcement, the Board comprises Mr. John V. Oyler as the Chairman and an executive Director, Dr. Xiaodong Wang as a 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.*