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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)

GRANT OF SHARE OPTIONS

On December 31, 2018, the compensation committee of the Board granted the Options to subscribe for an aggregate of 36,270 ADSs to 17 Grantees under the 2016 Share Option and Incentive Plan, which equity plan provides the Company with flexibility to use various equity-based incentives and other awards as compensation tools to motivate the Company’s workforce.

SHARE OPTIONS UNDER THE 2016 SHARE OPTION AND INCENTIVE PLAN

On December 31, 2018, the compensation committee of the Board granted the Options to subscribe for an aggregate of 36,270 ADSs to 17 Grantees in accordance with the terms of the 2016 Share Option and Incentive Plan.

Details of the Grant

Pursuant to Rule 17.06A of the Listing Rules, the details of the Options are as follows:

Date of Grant:	December 31, 2018
Number of Grantee(s):	17
Number of underlying Shares pursuant to the Options granted:	471,510
Number of Options granted (in ADSs):	36,270

Total number of new ADSs to be subscribed upon exercise of the Options granted:	36,270
Consideration for the grant:	Nil
Exercise price of the Options granted:	US\$140.26 per ADS (approximately HK\$84.48 per ordinary share)
Validity period of the Options:	The validity period of the Options shall be ten years from the Date of Grant and the Options shall lapse at the expiry of the validity period or earlier if the service relationship has terminated prior to the expiry of the validity period or if the specified performance targets are not met.
Vesting period:	<p>The Options granted shall vest in the Grantees as follows:</p> <ul style="list-style-type: none"> • 25% shall vest on the first anniversary of the Date of Grant; • 75% shall vest in 36 equal monthly installments following the first anniversary, in each case, subject to the Grantee's continued service relationship with the Company on such vesting dates; and • certain Options shall vest upon specified performance targets.

The Options are subject to the terms and conditions of the 2016 Share Option and Incentive Plan and form of award agreement covering the grants.

Exercise Price

The exercise price of the Options of US\$140.26 per ADS (approximately HK\$84.48 per ordinary share) represents the higher of (i) the closing price of the ADSs of US\$140.26 per ADS (approximately HK\$84.48 per ordinary share) on the Date of Grant, and (ii) the average closing price of the ADSs of US\$131.14 per ADS (approximately HK\$78.99 per ordinary share) for the five business days immediately preceding the Date of Grant.

The Grantees are neither a Director, nor a chief executive, nor a substantial shareholder of the Company, nor an associate of any of them.

REASONS FOR AND BENEFITS OF THE GRANTS

The 2016 Share Option and Incentive Plan provides the Company with flexibility to use various equity-based incentives and other awards as compensation tools to motivate the Company's workforce.

DEFINITIONS

“2016 Share Option and Incentive Plan”	the Second Amended and Restated 2016 Share Option and Incentive Plan adopted by the Company on January 14, 2016, as amended from time to time, the principal terms of which were set out in the Company's Proxy Statement/Circular dated November 8, 2018
“ADS(s)”	American Depositary Shares (each representing 13 ordinary shares of the Company)
“associate”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Company”	BeiGene, Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands on October 28, 2010 and listed on the Stock Exchange (Stock Code: 06160) and NASDAQ (Trading Symbol: BGNE)
“Date of Grant”	December 31, 2018
“Director(s)”	director(s) of the Company
“Grantee”	the employee of the Group who was granted Options in accordance with the 2016 Share Option and Incentive Plan on the Date of Grant
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“NASDAQ”	The Nasdaq Global Select Market
“Option(s)”	non-qualified share option(s) to subscribe for or acquire ordinary shares (including in the form of ADSs) which are granted under the 2016 Share Option and Incentive Plan
“PRC”	the People’s Republic of China
“Share(s)”	ordinary shares in the issued capital of the Company with a nominal value of US\$0.0001
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules

For the purpose of this announcement and for illustrative purpose only, conversions of US\$ to HK\$ are based on the exchange rate of US\$1.00 = HK\$7.83. No representation is made that any amounts in HK\$ or US\$ can be or could have been converted at the relevant dates at the above rate or at any other rates or at all.

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

Hong Kong, January 3, 2019

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.