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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)**

## **GRANT OF SHARE OPTIONS**

On February 28, 2019 and March 5, 2019, the compensation committee of the Board granted the Options to subscribe for an aggregate of 34,397 ADSs to three Grantees under the 2016 Share Option and Incentive Plan.

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.

## **SHARE OPTIONS UNDER THE 2016 SHARE OPTION AND INCENTIVE PLAN**

On February 28, 2019 and March 5, 2019, the compensation committee of the Board granted the Options to subscribe for an aggregate of 34,397 ADSs to three 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:	February 28, 2019 and March 5, 2019
Number of Grantee(s):	3
Number of underlying Shares pursuant to the Options granted:	447,161
Number of Options granted (in ADSs):	34,397
Total number of new ADSs to be subscribed upon exercise of the Options granted:	34,397
Consideration for the grant:	Nil
Exercise price of the Options granted:	US\$139.21 per ADS (approximately HK\$84.06 per ordinary share) for the Options granted on February 28, 2019 and US\$149.57 per ADS (approximately HK\$90.32 per ordinary share) for the Options granted on March 5, 2019
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.
Vesting period:	<p>The Options granted shall vest in the Grantees as follows:</p> <ul style="list-style-type: none"><li>• 25% shall vest on the first anniversary of the last trading day of the month following the Grantee's service relationship start date; and</li></ul>

- 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.

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\$139.21 per ADS (approximately HK\$84.06 per ordinary share) represents the higher of (i) the closing price of the ADSs of US\$137.05 per ADS (approximately HK\$82.76 per ordinary share) on the Date of Grant of February 28, 2019, and (ii) the average closing price of the ADSs of US\$139.21 per ADS (approximately HK\$84.06 per ordinary share) for the five business days immediately preceding the Date of Grant of February 28, 2019.

The exercise price of the Options of US\$149.57 per ADS (approximately HK\$90.32 per ordinary share) represents the higher of (i) the closing price of the ADSs of US\$149.57 per ADS (approximately HK\$90.32 per ordinary share) on the Date of Grant of March 5, 2019, and (ii) the average closing price of the ADSs of US\$144.04 per ADS (approximately HK\$86.98 per ordinary share) for the five business days immediately preceding the Date of Grant of March 5, 2019.

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”	February 28, 2019 or March 5, 2019, as applicable
“Director(s)”	director(s) of the Company
“Grantee(s)”	the employee(s) of the Group who were 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\$7.85. 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, March 7, 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.*