

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

BeiGene, Ltd.
百濟神州有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 06160)

VOLUNTARY ANNOUNCEMENT – UPDATE REGARDING RECENT BUSINESS DEVELOPMENTS

As previously disclosed in the prospectus dated July 30, 2018 of BeiGene, Ltd. (the “**Company**”), in March 2017, BeiGene (Hong Kong) Co., Limited (“**BeiGene HK**”), a wholly-owned subsidiary of Company, formed a joint venture with Guangzhou High-tech Zone Technology Holding Group Co., Ltd. (formerly Guangzhou GET Technology Development Co., Ltd.) (“**GET**”), an affiliate of Guangzhou Development District, to build a commercial-scale biologics manufacturing facility in Guangzhou, China. Under the terms of the joint venture agreement, BeiGene HK held a 95% equity interest and GET held a 5% equity interest in the joint venture, BeiGene Biologics Co., Ltd. (“**BeiGene Biologics**”). Additionally, GET provided a RMB900 million loan at a fixed interest rate of 8% per year due in April 2023 (the “**Shareholder Loan**”) to BeiGene Biologics to support construction of the manufacturing facility.

On September 28, 2020, BeiGene HK entered into a share purchase agreement with GET to (i) acquire the 5% equity interest held by GET in BeiGene Biologics for a total purchase price of approximately RMB195 million, and (ii) cause BeiGene Biologics to repay the Shareholder Loan in full, together with interest, in a total amount of approximately RMB1.15 billion. As a result of this transaction, (i) the Company, through its wholly-owned subsidiary BeiGene HK, will hold 100% of the equity interest in BeiGene Biologics, subject to approval of the transaction by the local State Administration for Market Regulation, which is expected in the fourth quarter of 2020 (the “**Regulatory Approval Date**”), (ii) the Shareholder Loan has been repaid in full and has terminated, and (iii) the Amended Equity Joint Venture Contract of BeiGene Biologics dated April 11, 2017 between BeiGene HK and GET will terminate on the Regulatory Approval Date.

In order to fund the purchase of the 5% equity interest and repayment of the Shareholder Loan, the Company entered into a one-year term loan, renewable for up to three years, with China Minsheng Banking Corp., Ltd., Shanghai Pilot Free Trade Zone Branch to borrow US\$118,320,000 through an acquisition facility, together with up to an additional US\$80,000,000 through a working capital facility (collectively, the “**CMBC Loan**”). In addition, as a credit enhancement measure for the CMBC Loan, BeiGene Biologics entered into an up to 37-month term loan with an affiliate of Hillhouse Capital Advisors, Ltd. (“**Hillhouse**”), a substantial shareholder of the Company, to borrow up to (i) RMB100 million through a general corporate facility, and (ii) RMB400 million through a credit enhancement facility that can only be used for repayment of the CMBC Loan if needed (collectively, the “**Hillhouse Loan**”). One of the Company’s directors, Qingqing Yi, is affiliated with Hillhouse. The aggregate interest and fees payable under both the CMBC Loan and

Hillhouse Loan is 5.75% per year. The Company plans to draw down all of the US\$198,320,000 available under the CMBC Loan in the fourth quarter of 2020, and BeiGene Biologics has drawn down the RMB100 million general corporate facility under the Hillhouse Loan as required by the terms of the CMBC Loan agreement. The remaining RMB400 million credit enhancement facility under the Hillhouse Loan will not be drawn down unless the Company and BeiGene Biologics decide to use that to repay a portion of the CMBC Loan in the future.

The Hillhouse Loan represents financial assistance received by the Company from a connected person, but is conducted on normal commercial terms or better and is not secured by any assets of the Company, and is therefore exempt from the connected transactions requirements of the Hong Kong listing rules.

Forward-Looking Statements

This announcement contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws, including statements regarding the expected regulatory approval of the transaction and the plan to draw down the CMBC Loan. Actual results may differ materially from those indicated in the forward-looking statements as a result of various important factors more fully discussed in the section entitled “Risk Factors” in the Company’s most recent quarterly report on Form 10-Q, as well as discussions of potential risks, uncertainties, and other important factors in the Company’s subsequent filings with the U.S. Securities and Exchange Commission and The Stock Exchange of Hong Kong Limited. The Company undertakes no duty to update such information unless required by law.

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

Hong Kong, October 5, 2020

As at 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 Mr. Timothy Chen, Mr. Donald W. Glazer, Mr. Michael Goller, Mr. Ranjeev Krishana, Mr. Thomas Malley, Dr. Corazon (Corsee) D. Sanders, Mr. Jing-Shyh (Sam) Su and Mr. Qingqing Yi as Independent Non-executive Directors.