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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)

INSIDE INFORMATION
PROPOSED ISSUE OF RMB SHARES
AND
LISTING ON THE STAR MARKET OF
THE SHANGHAI STOCK EXCHANGE

This announcement is issued pursuant to Rule 13.09 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

BeiGene, Ltd. (the “**Company**” or “**BeiGene**”) is pleased to announce its preliminary proposal for the possible issue of RMB Shares and listing of such Shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange (the “**STAR Market**”).

The Company is pleased to announce that, on November 15, 2020 (U.S. Eastern Time), the Board of Directors of the Company (the “**Board**”) approved a preliminary proposal for the possible issue of RMB Shares and listing of such Shares on the STAR Market (the “**Proposed Issue of RMB Shares**”). The Proposed Issue of RMB Shares is expected to be completed in the first half of 2021, conditional upon and subject to, among other things, market conditions, further approval of the Board, the approval of the Shareholders at a general meeting of the Company and necessary Regulatory Approval(s).

The Company’s preliminary proposal for the Proposed Issue of RMB Shares is detailed as follows:

Nature of the RMB Shares Ordinary Shares to be subscribed for in RMB by target subscriber(s), to be listed on the STAR Market and traded in RMB, forming the same class as the Hong Kong Shares.

The RMB Shares will be Ordinary Shares ranking *pari passu* with the existing Ordinary Shares of the Company, which are listed on the Hong Kong Stock Exchange with the same par value (US\$0.0001 each) and the same rights to voting, dividend and return of assets. The Company’s American Depositary Shares (the “**ADSs**”) are listed on the NASDAQ Global Select Market. Each ADS represents 13 Ordinary Shares.

The RMB Shares and the Hong Kong Shares will be of the same class.

Size of the Proposed Issue of RMB Shares The RMB Shares to be issued shall not exceed 10% of the sum of the total number of issued Shares of the Company immediately prior to such issue and the issue and allotment of the RMB Shares contemplated under the Proposed Issue of RMB Shares. In compliance with the applicable laws and regulations of the PRC, an overallotment option may be granted in respect of such number of RMB Shares not exceeding 15% of that initially issued. The RMB Shares will all be new Shares, and no conversion of the existing Shares and ADSs will be involved.

The final issue size of the RMB Shares shall be negotiated and determined by the Board as authorized by the general meeting of the Company, together with the sponsor(s) and the underwriter(s) subject to the issue size registered with the relevant securities regulatory authorities, the Company's capital needs and market conditions.

Preliminary use of proceeds After deducting the issuance expenses, the proceeds from the Proposed Issue of RMB Shares are currently intended to be used for the principal business of the Group.

Place of listing of RMB Shares The STAR Market.

As of the date of this announcement, except for the preliminary proposal for the Proposed Issue of RMB Shares and other information disclosed herein, the Board does not have other plans in relation to the Proposed Issue of RMB Shares, and has not made any application to the relevant regulatory authorities in the PRC in respect of the Proposed Issue of RMB Shares.

INFORMATION ON THE COMPANY

BeiGene is a global, commercial-stage biotechnology company focused on discovering, developing, manufacturing, and commercializing innovative medicines to improve treatment outcomes and access for patients worldwide. Our 4,700+ employees in China, the United States, Australia, Europe, and elsewhere are committed to expediting the development of a diverse pipeline of novel therapeutics. We currently market two internally discovered oncology products: BTK inhibitor BRUKINSA® (zanubrutinib) in the United States and China, and anti-PD-1 antibody tislelizumab in China. We also market or plan to market in China additional oncology products licensed from Amgen Inc., Celgene Logistics Sàrl, a Bristol Myers Squibb (BMS) company, and EUSA Pharma. To learn more about BeiGene, please visit www.beigene.com and follow us on Twitter at @BeiGeneUSA.

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 possible issue of RMB Shares and listing on the STAR Market. Actual results may differ materially from those indicated in the forward-looking statements as a result of various important factors, including BeiGene's ability to demonstrate the efficacy and safety of its drug candidates; the clinical results for its drug candidates, which may not support further development or marketing approval; actions of regulatory agencies, which may affect the initiation, timing

and progress of clinical trials and marketing approval; BeiGene’s ability to achieve commercial success for its marketed products and drug candidates, if approved; BeiGene’s ability to obtain and maintain protection of intellectual property for its technology and drugs; BeiGene’s reliance on third parties to conduct drug development, manufacturing and other services; BeiGene’s limited operating history and BeiGene’s ability to obtain additional funding for operations and to complete the development and commercialization of its drug candidates; the impact of the COVID-19 pandemic on BeiGene’s clinical development, commercial and other operations, as well as those risks more fully discussed in the section entitled “Risk Factors” in BeiGene’s most recent quarterly report on Form 10-Q, as well as discussions of potential risks, uncertainties, and other important factors in BeiGene’s subsequent filings with the U.S. Securities and Exchange Commission and the Hong Kong Stock Exchange. All information in this announcement is as of the date of this announcement, and BeiGene undertakes no duty to update such information unless required by law.

Shareholders and potential investors should note that the preliminary proposal for the Proposed Issue of RMB Shares approved by the Board may be subject to change. Any concrete plan of the Proposed Issue of RMB Shares, if made by the Company, and the expected timing of the Proposed Issue of RMB Shares, will be subject to the further approval of the Board and the approval of the Shareholders at a general meeting of the Company, as well as the Regulatory Approvals, and thus may or may not be implemented. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Issue of RMB Shares will materialize or as to when it may materialize. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Share(s) of the Company.

Further announcement(s) or filings will be made by the Company in accordance with the Hong Kong Listing Rules and other applicable laws and regulations on any material updates and progress in connection with the Proposed Issue of RMB Shares as and when appropriate. This announcement is for information purposes only and does not constitute any invitation or offer to acquire, purchase or subscribe for the Share(s) of the Company.

DEFINITIONS

In this announcement, the following terms have the following meanings unless the context otherwise requires:

“CSRC”	the China Securities Regulatory Commission
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Shares”	the existing ordinary Shares listed on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Ordinary Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of the Company

“PRC”	the People’s Republic of China (for the purpose of this announcement and for geographical reference only, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan)
“Regulatory Approval(s)”	the approval(s) or decision(s) made by the relevant regulatory authorities and governmental departments of the PRC, Hong Kong and other applicable jurisdictions (including but not limited to the CSRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange)
“RMB Shares”	the ordinary Shares to be subscribed for in RMB by target subscriber(s) in the PRC, to be listed on the STAR Market and traded in RMB
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the Share(s) of the Company
“Share(s)”	Ordinary Share(s) of the Company

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

Hong Kong, November 16, 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.