HKEX
香港交易所

Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 September 2021 Status: Resubmission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: BeiGene, Ltd. (incorporated in the Cayman Islands with limited liability)

Date Submitted: 11 October 2021

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06160	Description	Ordinary shares			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	9,500,000,000	USD	0.0001	USD	950,000
Increase / decrease (-)	0			USD	0
Balance at close of the month	9,500,000,000	USD	0.0001	USD	950,000

2. Type of shares	Other type (specify in description)	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Undesignated Shares			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	500,000,000	USD	0.0001	USD	50,000
Increase / decrease (-)	0			USD	0
Balance at close of the month	500,000,000	USD	0.0001	USD	50,000

Total authorised/registered share capital at the end of the month: USD 1,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06160	Description	Ordinary shares			

Balance at close of preceding month	1,206,876,452
Increase / decrease (-)	6,387,290
Balance at close of the month	1,213,263,742

2. Type of shares	Other type (specify in description)	Class of shares	Not applicable	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Undesignated Shares			

Balance at close of preceding month	500,000,000
Increase / decrease (-)	0
Balance at close of the month	500,000,000

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)	06160					

	Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1).	2011 Option Plan (Adopted by the Company on 15/04/2011, as amended from time to time)	3,422,081	Exercised	-292,643	3,129,417	292,643	3,129,417	0
			Cancelled	-21				
	General Meeting approval date (if applicable)							
2).	Second Amended and Restated 2016 Share Option and Incentive Plan (Adopted by the Company on 14/01/2016, as amended from time to time)	96,284,770	Granted	1,058,070	92,560,111	3,404,830	92,560,111	50,623,923
			Exercised	-3,404,830				
			Cancelled	-1,377,899				
	General Meeting approval date (if applicable)							
3).	Third Amended and Restated 2018 Employee Share Purchase Plan (Adopted by the Company on 09/01/2021, as amended from time to time)	0	Exercised	-425,386	0	425,386	0	5,194,546
	General Meeting approval date (if applicable)							

4).	Amended and Restated 2018 Inducement Equity Plan (Adopted by the Company on 06/06/2018, as amended from time to time)	992,563	Exercised	-112,554	863,343	112,554	863,343	9,293,114
			Cancelled	-16,666				
General Meeting approval date (if applicable)								

Total A (Ordinary shares): 4,235,413

Total funds raised during the month from exercise of options: USD 17,282,377.15

Remarks:

The numbers of the Second Amended and Restated 2016 Share Option and Incentive Plan reported in the above table are updated to reflect the number of options granted on September 30, 2021. Certain information needed to calculate the option grants was not available from certain third party at the time of the initial submission due to public holidays. For details of the option grants, please refer to the option grant announcement dated on October 11, 2021.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes
Stock code of shares issuable (if listed on SEHK) (Note 1)		06160			

	Description	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	Shares issuable pursuant to (i) the option agreement with Xiaodong Wang and (ii) the option agreement with John V. Oyler		0	15,200,667

2. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		06160				

	Description	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	Shares issuable as a result of the exercise of the Revised Direct Purchase Option by Amgen Inc. (For details, please refer to the Company's announcements dated March 18, 2020 and September 25, 2020, respectively, and the Company's circular dated October 9, 2020)	20 November 2020	2,151,877	72,848,123

Total D (Ordinary shares): 2,151,877

Remarks:

On November 20, 2020, the independent shareholders of the Company has approved the grant of an option to acquire shares to Amgen Inc. (“Amgen”) to allow Amgen to subscribe for additional shares under a specific mandate in an amount necessary to enable Amgen to increase (and subsequently maintain) its ownership at approximately 20.6% of the Company's outstanding share capital, up to an aggregate of 75,000,000 ordinary shares during the option term, pursuant to the terms of the restated second amendment dated September 24, 2020 ("Restated Second Amendment") to the Share Purchase Agreement dated October 31, 2019, as amended, by and between the Company and Amgen. In addition, the Company shall seek further approvals from the independent shareholders of the Company at each subsequent annual general meeting of the Company during the remaining term of the Restated Second Amendment for issuance of new shares thereunder.

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 6,387,290

IV. Information about Hong Kong Depositary Receipt (HDR)

Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 3);

(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;

(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Scott A. Samuels

Title: Senior Vice President, General Counsel and Assistant Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.

2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. “Identical” means in this context:

   - the securities are of the same nominal value with the same amount called up or paid up;
   - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
   - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.

4. If there is insufficient space, please submit additional document.

5. In the context of repurchase of shares:

   - “shares issuable to be listed on SEHK” should be construed as “shares repurchased listed on SEHK”; and
   - “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares repurchased (if listed on SEHK)”; and
   - “type of shares issuable” should be construed as “type of shares repurchased”; and
   - “issue and allotment date” should be construed as “cancellation date”

6. In the context of redemption of shares:

   - “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
   - “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
   - “type of shares issuable” should be construed as “type of shares redeemed”; and
   - “issue and allotment date” should be construed as “redemption date”