BeiGene, Ltd.
Form 424B5
July 27, 2018

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Filed pursuant to Rule 424(b)(5)
Registration No. 333-218301

SUBJECT TO COMPLETION, DATED JULY 27, 2018

PRELIMINARY PROSPECTUS SUPPLEMENT
(To prospectus dated May 26, 2017)

65,600,000 Ordinary Shares

BeiGene, Ltd.

We are offering 65,600,000 ordinary shares, par value $0.0001 per share, of BeiGene, Ltd as part of a global offering, including a Hong Kong public offering of 5,904,000 ordinary shares. We anticipate that the public offering price will be between HK$94.40 and HK$111.60 per share, or between approximately $12.03 and $14.22 per share based on an assumed exchange rate of HK$7.8491 to $1.00. The allocation of ordinary shares between the Hong Kong public offering and the international offering is subject to adjustment as described in "Underwriting" beginning on page S-36 of this prospectus supplement. This prospectus supplement and the accompanying prospectus cover the offer and sale of ordinary shares in the United States, although we are paying a registration fee that also covers ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States.

We have applied to list our ordinary shares on The Stock Exchange of Hong Kong Limited, or HKEx, under the stock code "6160." Our American Depositary Shares, or ADSs, are currently listed on the NASDAQ Global Select Market, or NASDAQ, under the symbol "BGNE." Each ADS represents 13 ordinary shares. The last reported sale price of the ADSs on the NASDAQ on July 26, 2018 was $173.12 per ADS.

Investing in our ordinary shares involves a high degree of risk. See "Risk Factors" beginning on page S-12 to read about factors you should consider before buying our ordinary shares.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

PRICE: HK$ PER SHARE

	Per Share	Total
Public offering price[(1)]	*HK$*	*HK$*
Underwriting discounts[(2)]	*HK$*	*HK$*
Proceeds, before expenses, to us	*HK$*	*HK$*

(1) *Includes estimated net proceeds of HK$ from the sale of 5,904,000 ordinary shares in the Hong Kong public offering.*

(2) *We refer you to "Underwriting" beginning on page S-36 of this prospectus supplement for additional information regarding total underwriting compensation.*

We have granted the joint global coordinators the right to purchase up to 9,840,000 additional ordinary shares from us during the 30-day period from the last day for the lodging of applications under the Hong Kong public offering.

Certain investors, including investors affiliated with Baker Bros. Advisors, Hillhouse Capital Management, Ltd., GIC Private Limited and Ally Bridge LB Healthcare Master Fund Limited, have agreed to purchase an aggregate of 19,842,000 ordinary shares in this offering on the same terms as other investors, assuming a public offering price of HK$111.60, the high end of the indicative range set forth in this prospectus supplement (and assuming no exercise of the joint global coordinators' option to purchase additional ordinary shares). See "The Offering."

The underwriters expect to deliver the ordinary shares against payment on or about , 2018.

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Morgan Stanley *Goldman Sachs (Asia) L.L.C.*

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Credit Suisse *CLSA*

Joint Bookrunners and Joint Lead Managers

CICC *Deutsche Bank* *UBS*

Joint Lead Manager

China Renaissance

, 2018

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement adds to and updates information contained in and incorporated by reference into the accompanying prospectus on Form S-3 (File No. 333-218301) dated May 26, 2017 relating to our ordinary shares and ADSs (which we refer to as the accompanying prospectus).

Neither we nor the underwriters have authorized any person to provide you with information different from that contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectuses prepared by us or on our behalf or to which we may have referred you in connection with this offering. We take no responsibility for, and can provide no assurance as to the reliability of, any other information others may give you. This prospectus supplement and the accompanying prospectus are not an offer to sell, nor are they seeking an offer to buy, these securities in any state or jurisdiction where the offer or sale is not permitted. The information in, or incorporated by reference into this prospectus supplement or the accompanying prospectus, speaks only as of the date of the prospectus supplement or the accompanying prospectus unless the information specifically indicates that another date applies, regardless of the time of delivery of this prospectus supplement or the accompanying prospectus or of any sale of the securities offered hereby. If the information in this prospectus supplement differs from the information contained in the accompanying prospectus or the documents incorporated by reference herein or therein, you should rely on the information contained in this prospectus supplement. However, if any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in this prospectus supplement or the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

This prospectus supplement and the accompanying prospectus contain or incorporate by reference market data and industry forecasts that were obtained from third parties and industry publications. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified any third-party information. While we believe the market position, market opportunity and market size information included in this prospectus is generally reliable, such information is inherently imprecise.

Other than the Hong Kong public offering, no action is being taken in any jurisdiction outside the United States to permit a public offering of the ordinary shares, and no action is being taken in any jurisdiction outside the United States to permit the possession or distribution of this prospectus supplement or the accompanying prospectus in that jurisdiction. Persons who come into possession of this prospectus supplement or the accompanying prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of the prospectus applicable to that jurisdiction.

The representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in this prospectus supplement and the accompanying prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs.

We own various applications and unregistered trademarks and service marks, including BeiGene,

and our corporate logo appearing in or incorporated by reference into this prospectus supplement or the accompanying prospectus. All other trade names, trademarks and service marks of other companies appearing in this prospectus supplement or the accompanying prospectus are the property of their respective holders. Solely for convenience, the trademarks and trade names in this prospectus supplement or the accompanying prospectus may be referred to without the ® and symbols, but such references should not be construed as any indicator that their respective owners will not assert, to

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the fullest extent under applicable law, their rights thereto. We do not intend to use or display other companies' trademarks and trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

Unless otherwise mentioned or unless the context requires otherwise, throughout this prospectus supplement, the words "BeiGene," "BGNE," "we," "us," "our," the "company" or similar references refer to BeiGene, Ltd. and its subsidiaries.

All references in this prospectus to "$," "US$," "U.S.$," "U.S. dollars," "dollars" and "USD" mean U.S. dollars; all references to "¥" and "RMB," mean Renminbi; and all references to "HK$" mean Hong Kong dollars, unless otherwise noted. All references to "PRC" or "China" in this prospectus refer to the People's Republic of China.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated herein and therein by reference, contain forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this prospectus supplement and the accompanying prospectus, including the documents that are incorporated herein and therein by reference, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected growth, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

The words "anticipate," "believe," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," could," "should," "continue" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among other things, statements about:

- the initiation, timing, progress and results of our preclinical studies and clinical trials, and our research and development programs;
- our ability to advance our drug candidates into, and successfully complete, clinical trials;
- our reliance on the success of our clinical-stage drug candidates;
- the timing or likelihood of regulatory filings and approvals;
- the commercialization of our drugs and drug candidates, if approved;
- our ability to further develop sales and marketing capabilities;
- the pricing and reimbursement of our drugs and drug candidates, if approved;
- the implementation of our business model, strategic plans for our business, drugs, drug candidates and technology;
- the scope of protection we (or our licensors) are able to establish and maintain for intellectual property rights covering our drugs, drug candidates and technology;
- our ability to operate our business without infringing, misappropriating or otherwise violating the intellectual property rights and proprietary technology of third parties;
- costs associated with enforcing or defending against intellectual property infringement, misappropriation or violation; product liability; and other claims;
- regulatory developments in the United States, China, the European Union and other jurisdictions;

the accuracy of our estimates regarding expenses, revenues, capital requirements and our need for additional financing;

the potential benefits of strategic collaboration and licensing agreements and our ability to enter into strategic agreements;

our ability to maintain and establish collaborations or licensing arrangements;

our reliance on third parties to conduct drug development, manufacturing and other services;

the rate and degree of market access and acceptance of our drugs and drug candidates, if approved;

developments relating to our competitors and our industry, including competing therapies;

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- the size of the potential markets for our drugs and drug candidates and our ability to serve those markets;
- our ability to effectively manage our anticipated growth;
- our ability to attract and retain qualified employees and key personnel;
- statements regarding future revenue, hiring plans, expenses, capital expenditures, capital requirements and share performance;
- our expected use of proceeds of this offering;
- the future trading price of the ordinary shares and ADSs and impact of securities analysts' reports on these prices;
- whether we may be a "passive foreign investment company" in 2018 and future taxable years, which may have adverse U.S. federal income tax consequences for U.S. shareholders; and
- other risks and uncertainties, including those listed under the caption "Risk Factors" in this prospectus supplement and the accompanying prospectus and the documents incorporated herein and therein by reference.

These forward-looking statements are only predictions, and we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, so you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. We have included important factors in the cautionary statements included in this prospectus supplement and the accompanying prospectus, particularly under the caption "Risk Factors," including the risks described in the documents incorporated herein by reference, including in our most recent Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, or our March 2018 Quarterly Report, and incorporated in our Current Report on Form 8-K filed on July 24, 2018 which could cause actual future results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

You should read this prospectus supplement and the accompanying prospectus, including the documents that we incorporate herein and therein by reference, with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

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SUMMARY

This summary highlights selected information about us and the ordinary shares that we are offering. It may not contain all of the information that may be important to you. Before investing in the ordinary shares, you should read this entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein carefully for a more complete understanding of our business and this offering, including our consolidated financial statements, and the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our March 2018 Quarterly Report and incorporated in our Current Report on Form 8-K filed on July 24, 2018 and incorporated by reference in this prospectus supplement and the accompanying prospectus.

Company Overview

We are a commercial-stage biotechnology company focused on developing and commercializing innovative molecularly-targeted and immuno-oncology drugs for the treatment of cancer. Our internally-developed lead drug candidates are currently in late-stage clinical trials, and we are marketing three in-licensed drugs in China from which we have been generating product revenue since September 2017. Our mission is to become a global leader in the discovery, development and commercialization of innovative therapies.

We started as a research and development company in Beijing in 2010 focusing on developing best-in-class oncology therapeutics. Over the last eight years, we have developed into a fully-integrated global biotechnology company with a broad portfolio consisting of six internally-developed, clinical-stage drug candidates, including three late-stage clinical drug candidates. We have also in-licensed five drugs and drug candidates, including three marketed drugs in China and two clinical-stage drug candidates for which we have obtained development and commercialization rights in China and other selected countries in the Asia-Pacific region.

Our core product candidates include the following:

- Zanubrutinib (BGB-3111) a potentially best-in-class investigational small molecule inhibitor of Bruton's tyrosine kinase, or BTK, that is currently being evaluated in a broad pivotal clinical program in China and in other markets, including the United States and the European Union, which we refer to as globally, for which we expect to file for approval in China in 2018 initially for the treatment of mantle cell lymphoma, or MCL, and submit a new drug application, or NDA, in the first half of 2019 to the U.S. Food and Drug Administration, or FDA, to pursue an accelerated approval for the treatment of Waldenstrom's macroglobulinemia, or WM;

- Tislelizumab (BGB-A317) an investigational humanized monoclonal antibody against the immune checkpoint receptor PD-1 that is currently being evaluated in a broad pivotal clinical program globally and in China, for which we expect to file for approval in China in 2018 initially for the treatment of classical Hodgkin's lymphoma, or cHL; and

- Pamiparib (BGB-290) an investigational small molecule inhibitor of the PARP1 and PARP2 enzymes that is being evaluated in two pivotal clinical trials in China and a global Phase 3 trial.

We are preparing to launch the two lead product candidates from our internal pipeline, zanubrutinib and tislelizumab, which we believe will address major unmet medical needs and have significant commercial potential. For zanubrutinib (BGB-3111), we had a pre-NDA meeting with the China Drug Administration, or CDA (formerly known as the China Food and Drug Administration, or CFDA), earlier this year and based on the feedback we received from the meeting, we currently believe we are on track to file the NDA for the treatment of relapsed/refractory MCL in 2018. In July 2018, zanubrutinib was granted Fast Track Designation by the FDA for the treatment of patients with WM. Based on our discussions with the FDA, internal review of available data from our global Phase 1 trial of zanubrutinib in patients

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with WM, and supported by the Fast Track Designation, we are preparing to submit in the first half of 2019 an NDA to pursue an accelerated approval of zanubrutinib for patients with WM based on results from the global Phase 1 study. For tislelizumab (BGB-A317), we had a pre-NDA meeting with the CDA, and based on the feedback we received from the meeting, we believe we are on track to file the NDA in China for the treatment of cHL in 2018.

In addition to our three late-stage clinical drug candidates, our pipeline also includes three internally-developed drug candidates in Phase 1 clinical development: lifirafenib (BGB-283), an investigational RAF dimer inhibitor, BGB-A333, an investigational humanized monoclonal antibody against the immune checkpoint receptor ligand PD-L1, and BGB-A425, an investigational humanized monoclonal antibody against T-cell immunoglobulin and mucin-domain containing-3, or TIM-3.

We entered into a strategic collaboration with Celgene Corporation, or Celgene, in August 2017, in which we obtained an exclusive license to market in China Celgene's approved cancer therapies ABRAXANE®, REVLIMID® and VIDAZA®, as well as rights in China to develop and commercialize avadomide (CC-122), an investigational next-generation cereblon modulator currently in clinical development by Celgene outside of China for lymphomas and hepatocellular carcinoma, or HCC. As part of the collaboration, we also granted Celgene an exclusive right to develop and commercialize tislelizumab for solid tumors in the United States, Europe, Japan and the rest of world other than Asia, for which we received $263 million in upfront license fees and a $150 million equity investment. We may also receive up to US$980 million in potential development, regulatory and sales milestone payments and tiered royalties based on percentages of annual net sales, depending on specified terms, in the low double digit to mid-twenties, with customary reductions in specified circumstances.

Our portfolio also includes sitravatinib, an in-licensed, investigational, spectrum-selective kinase inhibitor in clinical development by Mirati Therapeutics, Inc., or Mirati, for the treatment of non-small cell lung cancer, or NSCLC, and other tumors, for which we are planning to initiate clinical development in China.

We have strong internal capabilities spanning research, clinical development, manufacturing and commercialization. We have advanced six internally-developed candidates into clinical trials, including three into pivotal trials. With more than 500 clinical development personnel in China, the United States, Australia and Switzerland as of July 20, 2018, we have built internal clinical development capabilities globally which we believe provide a competitive advantage over other biotechnology companies in China. We have an 11,000-square meter facility in Suzhou for the manufacture of small molecule drugs at commercial scale and biologics drugs at pilot scale. We are also currently building a 24,000-liter commercial-scale biologics manufacturing factory in Guangzhou. We also have a growing commercial team in China, which provides us with the initial commercial platform for the planned launches of our internally-developed drug candidates as well as current and potentially future in-licensed drug candidates.

We have formed collaborations with other biotechnology companies aiming to capture opportunities in China and the broader Asia-Pacific region by leveraging our global clinical development capabilities and China commercial capabilities, as evidenced by our collaborations with Celgene and Mirati.

We believe we are well-positioned to capture the significant market opportunities in China, including those created by recent regulatory reforms and new reimbursement policies in China. China is the second largest pharmaceutical market in the world based on revenue, and the oncology sector grew at a 13.7% compound annual growth rate, or CAGR, from 2013 to 2017, according to a report prepared by Frost & Sullivan for the offering. We believe that there is a large and growing opportunity for novel cancer therapeutics in China based on significant unmet medical need, a large target patient population, expanding reimbursement coverage, and increasing treatment affordability and willingness to pay. In addition, the CDA has undertaken significant regulatory reforms that are designed to accelerate the development of new innovative drugs and allow China to be an integral part of global drug development. In addition, innovative oncology drugs have been included in the most recent national drug reimbursement

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list, or NDRL, reducing out-of-pocket expenses for patients. We believe that access to the large number of patients in China during clinical development as well as commercialization creates new opportunities for us. Leveraging our strong China presence and commitment to global standards of innovation and quality, we believe we have a unique ability to take advantage of these opportunities.

The following table summarizes the status of our pipeline and commercial products:

Abbreviations: Dose Esc = dose escalation; Dose Exp = dose expansion; WM = Waldenstrom's macroglobulinemia; 1L = first line; CLL = chronic lymphocytic leukemia; SLL = small lymphocytic lymphoma; R/R = relapsed / refractory; MCL = mantle cell lymphoma; FL = follicular lymphoma; 2L = second line; NSCLC = non-small cell lung cancer; HCC = hepatocellular carcinoma; ESCC = esophageal squamous cell carcinoma; HL = Hodgkin's lymphoma; UC = urothelial carcinoma; 3L = third line treatment; OC = ovarian cancer; gBRCA = germline BRCA; TMZ = temozolomide; RT = radiotherapy; IMiD = immunomodulatory drugs; MM = multiple myeloma; ND = newly diagnosed; NHL = non-Hodgkin's lymphoma; MDS = myelodysplastic syndrome; AML = acute myeloid leukemia; CMMoL = chronic myelomonocytic leukemia; DLBCL = diffuse large B-cell lymphoma; AU = Australia; NZ: New Zealand

*

Some indications will not require a non-pivotal Phase 2 clinical trial prior to beginning pivotal Phase 2 or 3 clinical trials.

**

Confirmatory clinical trials post-approval are required for accelerated approvals.

***

Revlimid® approved as a combination therapy with dexamethasone.

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(1) Celgene has the right to develop and commercialize tislelizumab in solid tumors in the United States, European Union, Japan and the rest-of-world outside of Asia.

(2) Limited collaboration with Merck KGaA.

(3) Partnership with Mirati Therapeutics, Inc.

Recent Developments

We expect our cash and cash equivalents, restricted cash and short-term investments balance as of June 30, 2018 to decrease by approximately 5.0% to 5.8% from March 31, 2018, after giving effect to approximately US$42 million of proceeds from the drawdown of a bank loan by one of our subsidiaries for the continued construction of our biologics manufacturing facility in Guangzhou, China. We further disclosed that we expect our net product revenue for the three months ended June 30, 2018 to increase by approximately 33.0% to 38.0% from the three months ended March 31, 2018. Our independent registered public accountants have not audited, reviewed or performed any procedures with respect to this financial data and accordingly do not express an opinion or any other form of assurance with respect thereto. This data could change as a result of further review.

The estimated results described above are preliminary because our financial closing procedures for the three and six months ended June 30, 2018 are not yet complete and, as a result, final results upon completion of our closing procedures may vary from our preliminary estimates. Our auditors have not yet completed their review of our results for the three and six months ended June 30, 2018. The estimates were prepared by our management, based upon a number of assumptions, in connection with preparation of our financial statements and completion of the interim period review. Additional items that would require material adjustments to the preliminary financial information may be identified. Estimates of results are inherently uncertain and subject to change, and we undertake no obligation to update this information.

Risks Associated With Our Business

Our business is subject to a number of risks of which you should be aware before making an investment decision. These risks are discussed more fully in the "Risk Factors" section of this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein and under "Risk Factors" in our March 2018 Quarterly Report and incorporated in our Current Report on Form 8-K filed on July 24, 2018. These risks include, but are not limited to, the following:

- We depend substantially on the success of our drug candidates, particularly zanubrutinib, tislelizumab and pamiparib, which are in clinical development as monotherapies and in combination. Clinical trials of our drug candidates may not be successful. If we are unable to commercialize our drug candidates, or experience significant delays in doing so, our business will be materially harmed.

- If we are not able to obtain, or experience delays in obtaining, required regulatory approvals, we will not be able to commercialize our drug candidates, and our ability to generate revenue will be materially impaired.

- Even if our drug candidates receive regulatory approval, they may fail to achieve the degree of market acceptance by physicians, patients, third-party payors and others in the medical community necessary for commercial success.

- We are a globally focused biopharmaceutical company and have a limited operating history, which makes it difficult to evaluate our current business and predict our future performance.

- We have a history of incurring net losses and anticipate that we will continue to incur net losses for the foreseeable future.

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We will need to obtain additional financing to fund our operations, and if we are unable to obtain that financing, we may be unable to complete the development and commercialization of our primary drug candidates.

If we are unable to obtain and maintain patent protection for our technology and drugs, our competitors could develop and commercialize technology and drugs similar or identical to ours, and our ability to successfully commercialize our technology and drugs could be adversely affected.

We rely on third parties to conduct our preclinical studies and clinical trials and manufacture our drugs and drug candidates. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval for or commercialize our drugs and drug candidates and our business could be substantially harmed.

We have entered into collaborations, such as with Celgene and Merck KGaA, Darmstadt Germany, and may form or seek collaborations or strategic alliances or enter into additional licensing arrangements in the future, and we may not realize the benefits of such collaborations, alliances or licensing arrangements.

Our global collaboration with Celgene and the associated acquisition of Celgene's commercial operations in China could disrupt our business and harm our financial condition if we are not able to successfully integrate the acquired business into ours, and the expected benefits of the acquisition may not materialize.

Our future success depends on our ability to retain key executives and to attract, retain and motivate qualified personnel.

We have significantly increased the size and capabilities of our organization, and we may experience difficulties in managing our growth.

Changes in the political and economic policies of the PRC government may materially and adversely affect our business, financial condition and results of operations and may result in our inability to sustain our growth and expansion strategies.

Company and Other Information

We are an exempted company incorporated in the Cayman Islands with limited liability on October 28, 2010. Any company that is registered in the Cayman Islands but conducts business mainly outside of the Cayman Islands may apply to be registered as an exempted company. The principal executive office of our research and development operations is located at No. 30 Science Park Road, Zhong-Guan-Cun Life Science Park, Changping District, Beijing 102206, People's Republic of China. Our telephone number at this address is +86 10 58958000. Our current registered office in the Cayman Islands is located at the offices of Mourant Governance Services (Cayman) Limited, 94 Solaris Avenue, Camana Bay, Grand Cayman KY1-1108, Cayman Islands. Our website address is *www.beigene.com*. We do not incorporate the information on or accessible through our website into this prospectus supplement, and you should not consider any information on, or that can be accessed through, our website as part of this prospectus supplement.

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THE OFFERING

The Global Offering:	We are offering 65,600,000 ordinary shares in this offering.
Ordinary Shares Outstanding Immediately After This Offering:	764,542,730 shares (or 774,382,730 shares if the joint global coordinators exercise their option to purchase additional ordinary shares in full).
Option to Purchase Additional Ordinary Shares:	We have granted a 30-day option to the joint global coordinators to purchase up to an aggregate of 9,840,000 additional ordinary shares.
Use of Proceeds:	We estimate that we will receive net proceeds from this offering of approximately $825.1 million (or approximately $ million if the joint global coordinators exercise their option to purchase additional ordinary shares in full), after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. The net proceeds calculation above assumes a public offering price of $13.12, the midpoint of the range set forth on the cover of this prospectus supplement. On July 20, 2018, the noon buying rate of the Federal Reserve Bank of New York for the Hong Kong dollar was $1.00 = HK$7.8491. The currency translations in this paragraph reflect this exchange rate. We expect to use the net proceeds from this offering (a) for our clinical trials, preparation for registration filings and for launch and commercialization, of zanubrutinib, tislelizumab and pamiparib, (b) to fund continued expansion of our product portfolio in cancer and potentially other therapeutic areas, and (c) for working capital, expanding internal capabilities and general corporate purposes. See "Use of Proceeds" for additional information.
Risk Factors:	You should carefully read "Risk Factors" beginning on page S-12 and the other information included in this prospectus supplement and the accompanying prospectus, including our March 2018 Quarterly Report, our Current Report on Form 8-K filed on July 24, 2018 and the other documents incorporated by reference herein and therein, for a discussion of risks that you should consider before deciding to invest in the ordinary shares.
Proposed HKEx Code for the Ordinary Shares:	"6160"
Cornerstone Investors:	Certain investors, including investors affiliated with Baker Bros. Advisors, Hillhouse Capital Management, Ltd., GIC Private Limited and Ally Bridge LB Healthcare Master Fund Limited, have agreed to purchase an aggregate of 19,842,000 ordinary shares in this offering on the same terms as other investors, assuming a public offering price of HK$111.60, the high end of the indicative range set forth in this prospectus supplement (and assuming no exercise of the joint global coordinators' option to purchase additional ordinary shares).

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The number of ordinary shares to be outstanding after this offering is based on 698,942,730 ordinary shares outstanding as of March 31, 2018, including 806,250 issued but unvested restricted shares, and excludes:

- 20,143,706 shares issuable upon the exercise of options outstanding as of March 31, 2018 pursuant to our 2011 Option Plan, as amended, or the 2011 Plan, at a weighted-average exercise price of $0.38 per share;
- 85,467,151 shares issuable upon the exercise of options outstanding as of March 31, 2018 pursuant to our 2016 Share Option and Incentive Plan, or the 2016 Plan, at a weighted-average exercise price of $3.30 per share;
- 4,117,022 shares issuable upon the vesting of restricted share units outstanding as of March 31, 2018 pursuant to our 2016 Plan;
- 31,553,720 shares reserved for future issuance under our 2016 Plan as of March 31, 2018; and
- 15,200,667 shares issuable upon the exercise of options granted prior to our initial public offering outside our 2011 Plan or 2016 Plan as of March 31, 2018, at an exercise price of $0.50 per share.

Unless otherwise indicated, all information in this prospectus supplement reflects or assumes the following:

- no issuance or exercise of share options or issuance or vesting of restricted share units after March 31, 2018; and
- no exercise by the joint global coordinators of their option to purchase additional ordinary shares in this offering.

Our ADSs are currently listed on the NASDAQ under the symbol "BGNE." Each ADS represents 13 ordinary shares, $0.0001 par value per share. The rights of ADS holders are provided in the deposit agreement among us, the depositary and all holders and beneficial owners of ADSs issued thereunder. To better understand the terms of the ADSs, you should carefully read the section in the accompanying prospectus titled "Description of Securities," which is incorporated by reference into this prospectus supplement, and the deposit agreement referred to therein. The depositary is Citibank, N.A.

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RISK FACTORS

Investing in the ordinary shares involves a high degree of risk. You should carefully consider the following risks and all other information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus, including the risks and uncertainties discussed under "Risk Factors" in our March 2018 Quarterly Report and incorporated in our Current Report on Form 8-K filed on July 24, 2018, as further updated by the risks described below, as well as in other documents that we subsequently file with the SEC that are incorporated by reference into this prospectus supplement. See also "Where You Can Find More Information."

Risks Related to the Ordinary Shares, American Depositary Shares and This Offering

An active public trading market for the ordinary shares may not develop and the ordinary shares may trade below the public offering price.

Prior to this offering, there has been no public market for our ordinary shares. We have applied to list the ordinary shares on the HKEx. However, a liquid public market for the ordinary shares may not develop. If an active trading market for the ordinary shares does not develop after this offering, the market price and liquidity of the ordinary shares may be materially and adversely affected. The public offering price for the ordinary shares has been determined by negotiation among us and the underwriters based upon several factors, and the price at which the ordinary shares trade after this offering may decline below the public offering price. Investors in the ordinary shares may experience a significant decrease in the value of their ordinary shares regardless of our operating performance or prospects. Holders of the ordinary shares may be able to deposit and convert their shares to ADSs with the depositary, subject to the terms and conditions of the deposit agreement, which is incorporated by reference herein. See "Risk Factors Risks Related to the American Depositary Shares" in our March 2018 Quarterly Report for additional risks related to the ADSs.

The price of the ADSs historically has been volatile, which may affect the price at which you could sell the ADSs and ordinary shares.

The ADSs are listed on NASDAQ under the symbol "BGNE." The market price for the ADSs has varied between a high price of $220.10 on June 8, 2018 and a low price of $65.59 on August 18, 2017 in the 12-month period ending on July 25, 2018. This volatility may affect the price at which you could sell the ADSs and ordinary shares. The ADS price is likely to continue to be, and the ordinary share price is likely to be, volatile and subject to significant price and volume fluctuations in response to market and other factors, including the other factors discussed in these "Risk Factors" and under "Risk Factors" in our March 2018 Quarterly Report and our subsequent periodic reports and incorporated in our Current Report on Form 8-K filed on July 24, 2018; variations in our quarterly operating results from our expectations or those of securities analysts or investors; downward revisions in securities analysts' estimates; and announcement by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments.

We have broad discretion in the use of the net proceeds from this offering and may not use them effectively.

Our management will have broad discretion in the application of the net proceeds that we receive from this offering, including for our ongoing and planned clinical trials, the preparation for registration filings and commercialization of our product candidates, the continued expansion of our product portfolio and other general corporate purposes, and we may spend or invest these proceeds in a way with which our shareholders disagree. The failure by our management to apply these funds effectively could harm our business and financial condition. Pending their use, we may invest the net proceeds from this offering in a manner that does not produce income or that loses value. These investments may not yield a favorable return to our investors.

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As the public offering price is substantially higher than our net tangible book value per ordinary share, you will incur immediate and substantial dilution.

If you purchase ordinary shares in this offering, you will pay more for your ordinary shares than the amount paid by existing holders for their ordinary shares or ADSs on a per-ordinary-share basis. As a result, you will experience immediate and substantial dilution of $ per ordinary share (assuming no exercise of outstanding options to acquire ordinary shares, no vesting of outstanding restricted share units, and no exercise of the joint global coordinators' option to purchase additional ordinary shares), representing the difference between our as adjusted net tangible book value per ordinary share as of March 31, 2018, after giving effect to this offering, and the public offering price of $ per ordinary share. In addition, you will experience further dilution to the extent that our ordinary shares are issued upon the exercise of share options or vesting of restricted share units. All of the ordinary shares issuable upon the exercise of currently outstanding share options will be issued at a purchase price on a per ordinary share basis that is less than the public offering price per ordinary share in this offering. For a further description of the dilution that you will experience immediately after this offering, see the section of this prospectus supplement titled "Dilution."

Future sales of our ordinary shares and/or the ADSs in the public market could cause the ordinary share and/or ADS price to fall.

Our ordinary share and/or ADS price could decline as a result of sales of a large number of ordinary shares and/or the ADSs or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

As of May 4, 2018, we had 698,883,853 ordinary shares outstanding, of which 495,841,346 ordinary shares were held in the form of 38,141,642 ADSs. Of this amount, 32,746,416 ordinary shares issued to Celgene are subject to a lock-up until September 1, 2018. We have also granted certain registration rights with respect to the shares issued to Celgene in the event that they are not eligible for sale under Rule 144.

In connection with the Global Offering (as defined in the section titled "Underwriting"), our directors and executive officers, certain trusts and parties affiliated with such directors and officers and certain holders of our shares have signed lock-up agreements. Upon completion of the Global Offering, assuming the underwriters do not exercise their option to purchase additional ordinary shares, approximately 81.7% of our outstanding ordinary shares immediately after the Global Offering will not be subject to lock-up agreements and may be sold to the public after the Global Offering from time to time.

We filed a registration statement with the SEC on behalf of certain shareholders, registering 299,279,370 ordinary shares in the form of 23,021,490 ADSs to be resold by the selling shareholders identified therein and in any related prospectus supplement from time to time. Furthermore, we have registered or plan to register the offer and sale of all securities that we have issued and may issue in the future under our equity compensation plans, including upon the exercise of share options and vesting of restricted share units. If these additional securities are sold, or if it is perceived that they will be sold, in the public market, the trading price of our ordinary shares and/or ADSs could decline.

In addition, in the future, we may issue additional ordinary shares, ADSs or other equity or debt securities convertible into ordinary shares or ADSs in connection with a financing, acquisition, litigation settlement, employee arrangements or otherwise. Any such issuance could result in substantial dilution to our existing shareholders and could cause the ordinary share and/or ADS price to decline.

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Because we do not expect to pay dividends in the foreseeable future, you must rely on price appreciation of the ordinary shares and ADSs for return on your investment.

We intend to retain most, if not all, of our available funds and earnings to fund the development and growth of our business. As a result, we do not expect to pay any cash dividends in the foreseeable future. Therefore, you should not rely on an investment in the ordinary shares or ADSs as a source for any future dividend income.

Our board of directors has significant discretion as to whether to distribute dividends. Even if our board of directors decides to declare and pay dividends, the timing, amount and form of future dividends, if any, will depend on, among other things, our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual and regulatory restrictions and other factors deemed relevant by our board of directors. Accordingly, the return on your investment in the ordinary shares and ADSs will likely depend entirely upon any future price appreciation of the ordinary shares and ADSs. There is no guarantee that the ordinary shares and ADSs will appreciate in value or even maintain the price at which you purchased the ordinary shares and ADSs. You may not realize a return on your investment in the ordinary shares or ADSs and you may even lose your entire investment in the ordinary shares and ADSs.

If securities or industry analysts do not continue to publish research or publish inaccurate or unfavorable research about our business, the market price for the ordinary shares and ADSs and trading volume could decline.

The trading market for the ADSs relies, and the trading market for the ordinary shares, if any, will rely, in part on the research and reports that equity research analysts publish about us or our business. We do not control these analysts. If research analysts do not maintain adequate research coverage or if one or more of the analysts who covers us downgrades the ordinary shares or ADSs or publishes inaccurate or unfavorable research about our business, the market price for the ordinary shares and ADSs would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which, in turn, could cause the market price or trading volume for the ordinary shares and ADSs to decline significantly.

The market price of the ordinary shares and ADSs may be adversely affected by market conditions affecting the stock markets in general, including price and trading fluctuations on the HKEx and the NASDAQ.

Market conditions may result in volatility in the level of, and fluctuations in, market prices of stocks generally and, in turn, the ordinary shares and ADSs and sales of substantial amounts of the ordinary shares or ADSs in the market, in each case being unrelated or disproportionate to changes in our operating performance. The overall global economy has recently contributed to the volatility of the markets, which may have an effect on the market price of the ordinary shares and ADSs.

The dual listing of our ordinary shares and ADSs may adversely affect the liquidity and value of our ordinary shares and ADSs.

The ADSs are traded on NASDAQ, and we have applied to list the ordinary shares on the HKEx. The dual listing of our ordinary shares and ADSs may dilute the liquidity of these securities in one or both markets and may adversely affect the maintenance of an active trading market for ADSs in the United States or ordinary shares in Hong Kong. The price of our ADSs could also be adversely affected by trading in our ordinary shares on the HKEx. Although we have applied, and intend, to list our ordinary shares on the HKEx, we may decide at some point in the future to delist our ordinary shares from the HKEx, and our shareholders may approve such delisting. We cannot predict the effect such delisting of our ordinary shares on the HKEx would have on the market price of our ADSs on NASDAQ.

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Fluctuations in the exchange rate between the U.S. dollar and the Hong Kong dollar may increase the risk of holding our ADSs.

If our listing application is approved, our ordinary shares will trade on the HKEx in Hong Kong dollars, while our ADSs trade on NASDAQ in U.S. dollars. Fluctuations in the exchange rate between the U.S. dollar and the Hong Kong dollar may result in differences between the value of our ADSs and the value of our ordinary shares, which may result in heavy trading by investors seeking to exploit such differences. In addition, as a result of fluctuations in the exchange rate between the U.S. dollar and the Hong Kong dollar, the U.S. dollar equivalent of the proceeds that a holder of ADSs would receive upon the sale in Hong Kong of any ordinary shares withdrawn from the depositary upon calculation of the corresponding ADSs and the U.S. dollar equivalent of cash dividends, if any, paid in Hong Kong dollars on our ordinary shares represented by ADSs could also decline.

We may be a passive foreign investment company in future taxable years, which may have adverse U.S. federal income tax consequences for U.S. shareholders.

A non-U.S. corporation will be classified as a "passive foreign investment company," or a "PFIC," for any taxable year if either (1) 75% or more of its gross income consists of certain types of passive income or (2) 50% or more of the average quarterly value of its assets during such year produce or are held for the production of passive income. Based upon the current and expected composition of our income and assets (taking into account the expected proceeds from the Global Offering), we do not presently expect to be a PFIC for the current taxable year. Nevertheless, because our PFIC status must be determined annually with respect to each taxable year and will depend on the composition and character of our assets and income, including our use of proceeds from the Global Offering, and the value of our assets (which may be determined, in part, by reference to the market value of our ADSs and ordinary shares, which may be volatile) over the course of such taxable year, we may be a PFIC in any taxable year. The determination of whether we will be or become a PFIC may also depend, in part, on how, and how quickly, we use our liquid assets and the cash raised in the Global Offering. If we determine not to deploy significant amounts of cash for active purposes, our risk of being a PFIC may substantially increase. Because there are uncertainties in the application of the relevant rules and PFIC status is a factual determination made annually after the close of each taxable year, there can be no assurance that we will not be a PFIC for the current taxable year or any future taxable year. In addition, it is possible that the Internal Revenue Service may challenge our classification of certain income and assets as non-passive, which may result in our being or becoming a PFIC in the current or subsequent years. Further, U.S. investors should be aware that we determined we were a PFIC for 2016.

If we are a PFIC for any taxable year during a U.S. shareholder's holding period of the ordinary shares or ADSs, then such U.S. shareholder may incur significantly increased United States income tax on gain recognized on the sale or other disposition of the ordinary shares or ADSs and on the receipt of distributions on the ordinary shares or ADSs to the extent such distribution is treated as an "excess distribution" under the United States federal income tax rules. In addition, such holders may be subject to burdensome reporting requirements.

Further, if we are classified as a PFIC for any year during which a U.S. shareholder holds our ordinary shares or ADSs, we generally will continue to be treated as a PFIC for all succeeding years during which such U.S. shareholder holds such ordinary shares or ADSs. Each U.S. shareholder should consult its tax advisor regarding the PFIC rules and the U.S. federal income tax consequences of the acquisition, ownership and disposition of the ordinary shares and ADSs. See "Taxation United States Federal Income Tax Considerations" for additional information.

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USE OF PROCEEDS

We estimate that the net proceeds to us from the sale of ordinary shares that we are selling in this offering will be approximately $825.1 million, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. If the joint global coordinators exercise their option to purchase an additional 9,840,000 ordinary shares in full, we estimate that our net proceeds will be approximately $ million, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. The net proceeds calculation above assumes a public offering price of $13.12, the midpoint of the range set forth on the cover of this prospectus supplement. On July 20, 2018, the noon buying rate of the Federal Reserve Bank of New York for the Hong Kong dollar was $1.00 = HK$7.8491. The currency translations in this "Use of Proceeds" section reflect this exchange rate.

We intend to use the net proceeds we will receive from this offering for the following purposes:

75% of net proceeds, or $618.8 million allocated to our core programs as follows:

32.5% of net proceeds, or $268.2 million for zanubrutinib, out of which

17.9% of net proceeds, or $147.7 million, for ongoing and planned clinical trials of zanubrutinib,

4.9% of net proceeds, or $40.4 million, in preparation for registration filings of zanubrutinib in China, estimated to be in 2018, and in the United States, estimated to be in 2019, and

9.7% of net proceeds, or $80.0 million, for preparation for launch and, subject to regulatory approval, commercialization of zanubrutinib in China and the United States,

32.5% of net proceeds, or $268.2 million for tislelizumab, out of which

24.4% of net proceeds, or $201.3 million, for ongoing and planned clinical trials of tislelizumab,

4.9% of net proceeds, or $40.4 million, in preparation for registration filings of tislelizumab, the first of which is anticipated in China in 2018 in R/R HL, and

3.2% of net proceeds, or $26.4 million, for preparation for launch and, subject to regulatory approval, commercialization of tislelizumab in China,

10% of net proceeds, or $82.5 million for pamiparib, out of which

6.5% of net