美国证券交易委员会 华盛顿特区 20549

8-K 表格

根据 1934 年证券交易法 第 13 或 15 (d) 条规定提交的 临时报告

报告日期(所报告最早事件之日期): 2023年3月27日

百济神州有限公司 BEIGENE, LTD.

(注册人章程中列明的注册人准确名称)

开曼群岛 98-1209416

(注册地所在州或其他司法管辖区)

(委员会档案编号)

(国税局雇主识别号)

c/o Mourant Governance Services (Cayman) Limited 94 Solaris Avenue, Camana Bay Grand Cayman KY1-1108 Cayman Islands

(主要办事处地址) (邮政编码)

+1 (345) 949 4123

(注册人电话号码,包括区号)

不适用

(如自上一份报告起有改动,则为公司曾用名或原地址)

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石	0-r	【衣俗】	小羊师	17. IUI D	1 /	・トタリ	什個条		- P 11/14: 7/17 /	八個市又新	,原沟现船则刀榆	•

- [] 根据证券法第 425 条发出书面通讯 (17 CFR 230.425)
- [] 根据交易法第 14a-12 条的征集资料 (17 CFR 240.14a-12)
- [] 根据交易法第 14d-2(b)条发出生效日期前通讯 (17 CFR 240.14d-2(b))
- [] 根据交易法第 13e-4(c)条发出生效日期前通讯 (17 CFR 240.13e-4(c))

根据证券交易法第 12(b)条注册的证券:

各类别名称	交易代码)	注册所在之各交易所名称
每股代表面值 13 股 0.0001 美元普通股之美国 存托股	BGNE	纳斯达克全球精选市场(纳斯达克)

每股面值 0.0001 美元之普通股*

06160

香港联合交易所有限公司(香港联交所)

*计入于证券交易委员会注册的美国存托股份(ADSs)。普通股并未于美国上市交易,但于香港联交所上市交易。

请标明注册人是否为 1933 年证券法第 405 条(17 CFR §230.405)或 1934 年证券交易法第 12b-2 条(17 CFR §240.12b-2)定义的新兴发展公司,如是,请勾选 []

如注册人为上述新兴发展公司,请标明注册人是否选择不针对证券法第 13 (a)条规定的任何新的或修订的财务会计标准的合规使用延长过渡期,如是,请勾选[]

第 8.01 条 其他事件

经修订的独立董事薪酬政策

2023 年 3 月 27 日,根据薪酬委员会的建议,百济神州有限公司("本公司")董事会批准修订本公司的独立董事薪酬政策("经修订的独立董事薪酬政策")。根据经修订的独立董事薪酬政策,独立董事将获得每年 65,000 美元的现金聘用金(较 2022 年批准的现有现金聘用金金额增加 5,000 美元)以及政策规定的担任董事会各个委员会的成员或主席的每年 9,000 美元至 35,000 美元不等的额外聘用金,相比 2022 年批准的政策规定的担任委员会主席的聘用金增加了 2,000 美元、3,000 美元或 10,000 美元,担任委员会成员的聘用金增加了 1,000 美元、1,500 美元或 5,000 美元。现金聘用金的金额变动自 2023 年 4 月 1 日起生效。股权授予的金额及构成较 2022 年批准的政策并无变化。

经修订的独立董事薪酬政策的全文已作为此临时报告的附件 10.1 呈递并于此引用。上述条款摘要全文请参考该等附件。

第 9.01 条 财务报表及附件

附件(d)

附件编号说明10.1百济神州有限公司独立董事薪酬政策(经修订)104临时报告 8-K 表格的封面,采用内联 XBRL 格式

附件列表

附件编号	说明
10.1	百济神州有限公司独立董事薪酬政策(经修订)
104	临时报告 8-K 表格的封面,采用内联 XBRL 格式

签字页

根据 1934 年证券交易法要求,注册人已正式委托下列经正式授权的签署人代为签署本报告。

BEIGENE, LTD.

姓名: Chan Lee

职位: 高级副总裁、总法律顾问

BEIGENE, LTD. INDEPENDENT DIRECTOR COMPENSATION POLICY

百济神州有限公司独立董事薪酬政策

The purpose of this Independent Director Compensation Policy (this "Policy") of BeiGene, Ltd. (the "Company") is to provide a total compensation package that enables the Company to attract and retain, on a long-term basis, high-caliber directors who meet the general independence requirements under NASDAQ Rule 5605(a)(2) and Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. In furtherance of this purpose, all members of the Board of Directors (the "Board") of the Company who are independent directors under NASDAQ Rule 5605(a)(2) shall be paid compensation for services provided to the Company as set forth below:

百济神州有限公司("<u>本公司</u>")的独立董事薪酬政策("<u>本政策</u>")的目的是提供一套全面的薪酬方案,使本公司能够长期吸引和留住符合纳斯达克规则5605(a)(2)条及香港联合交易所有限公司证券上市规则第3.13条的一般独立性要求的高水平董事。为进一步实现这一目的,根据纳斯达克规则5605(a)(2)条认定为独立董事的所有本公司董事会("董事会")成员均应因向本公司提供下述服务而获得报酬:

Cash Retainers

Annual Retainer for Board Membershin

现金聘用金

董事成员年度聘用金	
For general availability and participation in meetings and conference calls of the Board. No additional compensation for attending individual Board meetings. 出席董事会会议及电话会的总体情况。出席个别董事会会议无额外报酬。	\$65,000
山冲里护公公队及屯坝公时心冲相见。山冲 沙里护公公队之城/1队间。	65,000美元
Additional Annual Retainers for Committee Membership and Serv 委员会成员及主席的额外年度聘用金	ice as Chairperson
Audit Committee Chairperson:	\$35,000
审计委员会主席:	35,000美元
Audit Committee member:	\$17,500
审计委员会成员:	17,500美元
Compensation Committee Chairperson:	\$30,000
薪酬委员会主席:	30,000美元
Compensation Committee member:	\$15,000
薪酬委员会成员:	15,000美元
Nominating and Corporate Governance Committee Chairperson:	\$18,000
提名及企业管治委员会主席:	18,000美元
Nominating and Corporate Governance Committee member:	\$9,000
提名及企业管治委员会成员:	9,000美元
Commercial and Medical Affairs Advisory Committee	\$20,000
Chairperson:	20,000美元
商业及医学事务咨询委员会主席:	,
Commercial and Medical Affairs Advisory Committee member:	\$10,000
商业及医学事务咨询委员会成员:	10,000美元

	Φ20.000		
Scientific Advisory Committee Chairperson:	\$20,000		
科学咨询委员会主席:	20,000美元		
Scientific Advisory Committee member:	\$10,000		
科学咨询委员会成员:	10,000美元		
No additional compensation for attending individual committee meetings.			
出席个别委员会会议无额外报酬。			

All cash retainers will be paid quarterly, in arrears, or upon the earlier resignation or removal of the independent director. Cash retainers owing to independent directors shall be annualized, meaning that independent directors who join the Board during the calendar year, such amounts shall be pro-rated based on the number of calendar days served by such director.

所有现金聘用金将按季度支付,或在独立董事提前辞任或被免职时支付。应付给独立董事的现金聘用 金应按年计算,即在日历年度内加入董事会的独立董事,其数额应根据该董事任职的日历天数按比例 计算。

Equity Retainers 股权聘用金

Upon initial election or appointment to the Board: An initial equity grant (the "<u>Initial Grant</u>") on the date of such election or appointment (the "grant date" for the Initial Grant) with an initial value of \$400,000 on the grant date, pro-rated based on the number of calendar days to be served from the grant date until the first anniversary of the most recent Annual Meeting.

首次当选或获委任加入董事会:首次当选或获委任加入董事会之日(首次授予的"授予日期")以购股权的形式获授价值400,000美元的首次股权授予("<u>首次授予</u>"),首次授予的价值按上届股东周年大会首个周年的任职年度之比例计算。

Annual equity grants: On the date of the Company's Annual Meeting of Shareholders (the "<u>Annual Meeting</u>"), each continuing independent member of the Board who is eligible to receive awards under this Plan will receive an annual equity grant (the "<u>Annual Grant</u>") with an initial value of \$400,000 on the date of grant.

年度股权授予:在本公司股东周年大会(以下简称"<u>周年大会</u>")举行之日,每一位有资格根据本计划获得股权授予的继续具有独立性的董事将在授予日获得初始价值为40万美元的年度股权授予(以下简称"年度授予")。

Terms and Conditions of Initial Grant and Annual Grant: Each of the Initial Grant and the Annual Grant (together, the "Equity Awards") shall consist of 50% share options ("Options") and 50% restricted share units ("RSUs"); provided, however, that to the extent that a grant of RSUs is subject to shareholder approval pursuant to applicable listing rules, (i) the Initial Grant shall consist of 100% Options and (ii) the Annual Grant shall include RSUs only upon shareholder approval and, in the absence of such shareholder approval, the Annual Grant shall consist of 100% Options. The number of Options awarded will be the applicable grant value divided by the per share option value on the date of grant determined in accordance with the Company's standard option valuation practices, and the number of RSUs awarded will be the applicable grant value divided by the fair market value per share of the Company's shares on the date of grant. The Options will have an exercise price equal to the higher of (i) the fair market value per share of the Company's shares on the date of grant, and (ii) the average fair market value per share of the Company's shares for the five trading days immediately preceding the date of grant. The Equity Awards shall be governed by, and subject to the terms and conditions of, the Company's 2016 Share Option and Incentive Plan (as may be amended from time to time) and standard form of grant agreements in effect on the date of grant. In addition, the Equity Awards shall vest in full (i.e., in a single installment) upon the earlier to occur of the first anniversary of the date of grant or the date of the next Annual Meeting; provided, however, that all vesting shall cease if the director resigns from the Board or otherwise ceases to serve as a director other than as set forth below or the Board determines that the

circumstances warrant continuation of vesting. In addition, all Options shall be exercisable for three years following cessation of service, and all Equity Awards shall accelerate in full upon (i) death, (ii) disability, (iii) termination of service in connection with a change of control of the Company, or (iv) upon a change of control of the Company if the director's service continues and the awards are not assumed by the acquiror at the time of the change of control. Subject to specific terms and conditions designed for compliance with applicable tax and other regulations, directors generally may elect to defer settlement of their RSUs until six months following the date that the director ceases to serve as a director.

首次授予及年度授予之条款及条件:每项首次授予及年度授予(合称"股权授予")由50%购股权及50%受限制股份单位组成,然而,若授出受限制股份单位须根据适用的上市规则取得股东批准,则(i)首次授予由100%购股权组成及(ii)年度授予仅于取得股东批准后方可包括受限制股份单位,在未取得该等股东批准的情况下,年度授予由100%购股权组成。授予的购股权数量将为适用的授予价值除以授予日的每股购股权价值,该购股权价值根据公司的标准期权估值惯例确定。授予的受限制股份单位数量为适用的授予价值除以授予日本公司每股股票的公平市场价值。购股权的行使价为(i)本公司普通股于授出日期的公平市场价值及(ii)本公司普通股于紧接授出日前五个交易日的平均公平市场价值之间的较高者。股权授予应受本公司2016年期权及激励计划(经不时修订)以及在授予日有效的标准形式的授予协议的条款和条件约束。此外,股权授予将于授出日期首个周年日或下届股东周年大会日期(以较早者为准)全数归属(即一次性归属),但是,如果董事从董事会辞任,或在以下规定以外的情况下不再担任董事,则所有归属应停止;或者除非董事会认定相关情况有必要继续归属。此外,所有购股权应在终止担任董事后的三年内行使,所有股权授予应在(i)身故、(ii)伤残、(iii)因公司控制权变更而终止任职、或(iv)在公司控制权发生变化时,如果董事继续任职,且在控制权发生变化时,股权授予并非由收购方继受。受限于为符合适用税务及其他法规而设的特定条款及条件,董事通常可选择将其受限制股份单位的结算推迟至董事任职结束之日后六个月。

Limitations on Independent Director Compensation

独立董事薪酬限制

Cash and equity compensation payable to independent directors under this Policy shall be subject to any limits, terms and conditions set forth in any Company policy or equity incentive plan or as otherwise adopted by the Board from time to time.

根据本政策向独立董事支付的现金和股权薪酬应受公司政策或股权激励计划中规定的任何限制、条款和条件或董事会不时批准的其他限制、条款和条件的约束。

Expenses

费用

The Company shall reimburse all reasonable out-of-pocket expenses incurred by independent directors in attending Board and committee meetings.

本公司应报销独立董事出席董事会及委员会会议产生的所有合理实际费用。

ADOPTED: November 16, 2016 批准日期: 2016年11月16日 EFFECTIVE: November 16, 2016 生效日期: 2016年11月16日

AMENDED: June 6, 2018, June 5, 2019, April 13, 2020, April 5, 2021* and February 17, 2022*

修订日期: 2018年6月6日、2019年6月5日、2020年4月13日、2021年4月5日*、2022年2月17日*及2023

年3月27日*

* Changes regarding the cash retainers will become effective on April 1. 关于现金聘用金的变更将于4月1日生效。