

China Lodging Group, Ltd  
Form SC 13G/A  
February 01, 2016

**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE 13G  
(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2**

**Under the Securities Exchange Act of 1934**

**(Amendment No.2) \***

**China Lodging Group, Limited**  
(Name of Issuer)

**Ordinary Shares, par value US\$0.0001 per share**  
(Title of Class of Securities)

**G21182 103**  
(CUSIP Number)

**December 31, 2015**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. G21182 103

NAMES OF REPORTING PERSONS

1

Qi Ji

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Singapore

SOLE VOTING POWER

5

103,788,429

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY 6

0

OWNED BY  
EACH

SOLE DISPOSITIVE POWER

REPORTING 7

74,391,177

PERSON WITH:

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

103,788,429

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

41.2%

TYPE OF REPORTING PERSON

12

IN

SCHEDULE 13G

CUSIP No. G21182 103

NAMES OF REPORTING PERSONS

1  
Winner Crown Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) ..

3 SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

4  
British Virgin Islands

	SOLE VOTING POWER
5	
NUMBER OF	72,739,045
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON WITH:	72,739,045
	SHARED DISPOSITIVE POWER
8	
	0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9  
72,739,045

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11  
28.9%

TYPE OF REPORTING PERSON

12  
CO

SCHEDULE 13G

CUSIP No. G21182 103

NAMES OF REPORTING PERSONS

1  
Sherman Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) ..

3 SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

4  
Commonwealth of the Bahamas

	SOLE VOTING POWER
5	
NUMBER OF	72,739,045
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON WITH:	72,739,045
	SHARED DISPOSITIVE POWER
8	
	0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9  
72,739,045

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11  
28.9%  
TYPE OF REPORTING PERSON

12  
CO

SCHEDULE 13G

CUSIP No. G21182 103

NAMES OF REPORTING PERSONS

1

Credit Suisse Trust Limited, as Trustee of the Ji Family Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Singapore

SOLE VOTING POWER

5

72,739,045

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY 6

0

OWNED BY  
EACH

SOLE DISPOSITIVE POWER

REPORTING 7

72,739,045

PERSON WITH:

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

72,739,045

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

28.9%

TYPE OF REPORTING PERSON

12

CO

SCHEDULE 13G

CUSIP No. G21182 103

NAMES OF REPORTING PERSONS

1

Tongtong Zhao

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Canada

SOLE VOTING POWER

5

100,000

NUMBER OF SHARED VOTING POWER

BENEFICIALLY OWNED BY 6

0

EACH SOLE DISPOSITIVE POWER

REPORTING PERSON WITH: 7

29,497,252

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

29,497,252

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

11.7%

TYPE OF REPORTING PERSON

12

IN

SCHEDULE 13G

CUSIP No. G21182 103

NAMES OF REPORTING PERSONS

1  
East Leader International Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) ..

3 SEC USE ONLY  
CITIZENSHIP OR PLACE OF ORGANIZATION

4  
British Virgin Islands

	SOLE VOTING POWER
5	0
NUMBER OF	SHARED VOTING POWER
SHARES	6
BENEFICIALLY	0
OWNED BY	SOLE DISPOSITIVE POWER
EACH	7
REPORTING	29,397,252
PERSON WITH:	SHARED DISPOSITIVE POWER
8	0

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
29,397,252

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11  
11.7%  
TYPE OF REPORTING PERSON

12  
CO



SCHEDULE 13G

CUSIP No. G21182 103

NAMES OF REPORTING PERSONS

1

Perfect Will Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

British Virgin Islands

SOLE VOTING POWER

5

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

0

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

29,397,252

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

29,397,252

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

11.7%

TYPE OF REPORTING PERSON

12

CO

**Item 1(a) Name of Issuer**

China Lodging Group, Limited

**Item 1(b) Address of Issuer's Principal Executive Offices**

No. 2266 Hongqiao Road, Changning District  
Shanghai 200336, People's Republic of China

**Item 2(a) Name of Person Filing**

- I: Qi Ji
- II: Winner Crown Holdings Limited
- III: Sherman Holdings Limited
- IV: Credit Suisse Trust Limited, as Trustee of the Ji Family Trust
- V: Tongtong Zhao
- VI: East Leader International Limited
- VII: Perfect Will Holdings Limited

**Item 2(b) Address of Principal Business Office**

I: The family address for Qi Ji is:

72 Bayshore Road #24-15

Costa Del Sol, Singapore 469988

II: The principal business office for Winner Crown Holdings Limited is:

No. 2266 Hongqiao Road, Changning District

Shanghai 200336, People's Republic of China

III: The principal business office for Sherman Holdings Limited is:

The Bahamas Financial Centre

Shirley & Charlotte Streets

P.O. Box N-3023

Nassau

Bahamas

IV: The principal business office for Credit Suisse Trust Limited is:

1 Raffles Link, #05-02

Singapore 039393

V: The home address for Tongtong Zhao is:

No. 9 Lane 699 Cuibai Road

Shanghai 201206, People's Republic of China

VI: The principal business office for East Leader International Limited is:

Room 22 C, Building 5, 118 Long Zi Yun Road

Shanghai 200051, People's Republic of China

VII: The principal business office for Perfect Will Holdings Limited is:

c/o J. Safra Sarasin Trust Company (Singapore) Ltd.

8 Marina View #25-01 Asia Square Tower 1

Singapore 018960

**Item 2(c) Citizenship**

See Item 4 of each cover page.

**Item 2(d) Title of Class of Securities**

Ordinary Shares, par value US\$0.0001 per share.

**Item 2(e) CUSIP Number**

G21182 103

**Item 3** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is:

- (a) " A broker or dealer registered under Section 15 of the Act;
- (b) " A bank as defined in Section 3(a)(6) of the Act;
- (c) " An insurance company as defined in Section 3(a)(19) of the Act;
- (d) " An investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

(j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) "A group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Not applicable.

#### **Item 4 Ownership**

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this statement is provided as of December 31, 2015. The percentage amounts are based on 251,306,303 ordinary shares outstanding as of March 31, 2015 as reported in the Issuer's annual report Form 20-F for the fiscal year ended December 31, 2014 filed on April 17, 2015.

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Amount beneficially owned:

I: Qi Ji beneficially owns 103,788,429 ordinary shares, including (i) 72,739,045 ordinary shares held of record by Winner Crown Holdings Limited (“Winner Crown”), of which Qi Ji is the sole beneficial owner, (ii) 870,376 restricted ordinary shares, (iii) 781,756 vested options, and (iv) 4,000,000 restricted ADSs representing 16,000,000 ordinary shares, 650 ADSs representing 2,600 ordinary shares and 13,394,652 ordinary shares held of record by East Leader International Limited (“East Leader”), over which Qi Ji has voting power pursuant to a power of attorney dated November 27, 2014.

II. Winner Crown owns of record 72,739,045 ordinary shares.

III: Sherman Holdings Limited owns all of the equity interests in Winner Crown and is wholly owned by Credit Suisse Trust Limited, as Trustee of the Ji Family Trust (“CS Trustee”).

IV: CS Trustee owns all the equity interests in Winner Crown. It acts as trustee of the Ji Family Trust of which Qi Ji and his family members are the beneficiaries. CS Trustee disclaims beneficial ownership of the ordinary shares. The filing of this Schedule 13G should not be deemed an admission that CS Trustee is the beneficial owner of such ordinary shares for any purpose.

V: Tongtong Zhao beneficially owns 29,497,252 ordinary shares, including (i) 100,000 vested options owned by her personally and (ii) 4,000,000 restricted ADSs representing 16,000,000 ordinary shares, 650 ADSs representing 2,600 ordinary shares and 13,394,652 ordinary shares held by East Leader.

VI: East Leader owns of record 29,397,252 ordinary shares, including: 4,000,000 restricted ADSs representing 16,000,000 ordinary shares, 650 ADSs representing 2,600 ordinary shares and 13,394,652 ordinary shares held of record by East Leader, over which Qi Ji has voting power pursuant to a power of attorney dated November 27, 2014.

VII: Perfect Will Holdings Limited owns all of the equity interest in East Leader and is wholly owned by Asia Square Holdings Ltd., as nominee for J. Safra Sarasin Trust Company (Singapore) Ltd (“Sarasin Trust”). Sarasin Trust acts as trustee of the Tanya Trust of which Tongtong Zhao, a co-founder and independent director of the Issuer, and her family members are the beneficiaries.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which such person has:

(i): Sole power to vote or to direct the vote:

See Item 5 of each cover page.

(ii) Share power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or direct the disposition:

See Item 7 of each cover page.

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(iv) Shared power to dispose or direct the disposition:

See Item 8 of each cover page.

**Item 5 Ownership of Five Percent or Less of a Class**

Not applicable

**Item 6 Ownership of More Than Five Percent on Behalf of Another Person**

Not applicable

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable

**Item 8 Identification and Classification of Members of the Group**

Not applicable

**Item 9 Notice of Dissolution of Group**

Not applicable

**Item 10 Certifications**

Not applicable



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 1, 2016

QI JI

By: /s/ Qi Ji  
Name: Qi Ji

WINNER CROWN HOLDINGS LIMITED

By: /s/ Qi Ji  
Name: Qi Ji  
Title: Sole Director

SHERMAN HOLDINGS LIMITED

By: /s/ Valerie Wong /s/ Jesmin Low  
Authorized Signatories, for and on behalf of Bukit Merah Limited as Corporate Director of Sherman Holdings Limited

CREDIT SUISSE TRUST LIMITED

By: /s/ Valerie Wong /s/ Jesmin Low  
Authorized Signatories of Credit Suisse Trust Limited as Trustee of The JI Family Trust

TONGTONG ZHAO

By: /s/ Qi Ji  
Name: Qi Ji  
Title: Attorney-in-Fact

EAST LEADER INTERNATIONAL LIMITED

By: /s/ Qi Ji  
Name: Qi Ji  
Title: Attorney-in-Fact

PERFECT WILL HOLDINGS LIMITED

By: /s/ Qi Ji

Name: Qi Ji

Title: Attorney-in-Fact

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**EXHIBITS**

- Joint Filing Agreement, dated February 13, 2014, among Qi Ji, Winner Crown Holdings Limited, Sherman Holdings Limited, Credit Suisse Trust Limited, Tongtong Zhao, East Leader International Limited and Perfect Will Holdings Limited (incorporated by reference to Exhibit 1 to the Schedule 13G filed by Qi Ji, Winner Crown Holdings Limited, Sherman Holdings Limited, Credit Suisse Trust Limited, Tongtong Zhao, East Leader International Limited and Perfect Will Holdings Limited on February 13, 2014)
1. Power of Attorney, dated February 14, 2012, granted by Tongtong Zhao (incorporated by reference to Exhibit 2 to the Amendment No.1 to the Schedule 13G filed by Qi Ji, Winner Crown Holdings Limited, Sherman Holdings Limited, Credit Suisse Trust Limited, Tongtong Zhao, East Leader International Limited and Perfect Will Holdings Limited on February 14, 2012)
- 2.