CHINA LODGING GROUP, LIMITED
A Cayman Islands corporation
(the "**Company**")

Audit Committee Charter

Adopted January 27, 2010

Purpose

The Audit Committee is created by the Board of Directors of the Company to assist the Board in its oversight of

- the integrity of the financial statements of the Company;
- the qualifications, independence and performance of the Company's independent auditor;
- the performance of the Company's internal audit function; and
- compliance by the Company with legal and regulatory requirements.

Membership

The Audit Committee shall consist of at least three members, comprised solely of independent directors meeting the independence and experience requirements of Rule 10A-3 of the Securities and Exchange Act of 1934 (the "Exchange Act") and the NASDAQ Listing Rules. At least one member of the audit committee shall be an "audit committee financial expert" as defined in Form 20-F under the Exchange Act. Audit Committee members shall be appointed by the Board and may be removed by the Board at any time.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Audit Committee is responsible for the following matters.

Independent Auditor

- The Audit Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any accounting firm engaged (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit opinion or performing other audit, review or attest services for the Company (subject, if applicable, to shareholder ratification). Each such accounting firm shall report directly to the Audit Committee.

- The Audit Committee shall pre-approve the audit services and non-audit fees and services to be provided by the Company's independent auditor and any audit, review or attest services to be provided by any accounting firm before the independent auditor or any such accounting firm is engaged to render such services pursuant to pre-approval policies and procedures established by the Audit Committee.

- The Audit Committee shall review and approve the scope of the independent auditor's annual audit plans.

- The Audit Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Audit Committee shall:

    - obtain and review a report or reports from the Company's independent auditor:

        - describing the independent auditor's internal quality-control procedures;

        - describing all relationships between the independent auditor and the Company consistent with Public Company Accounting Oversight Board Rule 3526;

        - assuring that Section 10A of the Exchange Act has not been implicated; and

    - obtain the opinion of management and the internal auditors of the independent auditor's performance.

- The Audit Committee shall set clear hiring policies for current or former employees of the independent auditor.

Internal Auditors

- At least annually, the Audit Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan. Such evaluation shall include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditor.

- At least annually, the Audit Committee shall evaluate the performance of the senior officer or officers responsible for the internal audit function of the Company, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers.

Financial Statements; Disclosure and Other Risk Management and Compliance Matters

- The Audit Committee shall meet to review and discuss with management and the independent auditor, in separate meetings if the Audit Committee deems it necessary,

    - the annual audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", prior to the filing of the Company's Form 20-F; and

    - the quarterly financial statements prior to the submission of the Company's Form 6-K;

- As appropriate, the Audit Committee shall review with management, the internal auditors and the independent auditor, in separate meetings if the Audit Committee deems it necessary:

    - any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

    - the critical accounting policies and practices of the Company;

    - related-party transactions and off-balance sheet transactions and structures;

    - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and

    - the effect of regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings).

- The Audit Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting.

- The Audit Committee shall review and discuss with the independent auditor

any audit problems or difficulties and management's response thereto.

- In connection with its oversight responsibilities, the Audit Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting.

- The Audit Committee shall review and approve all related-party transactions.

- The Audit Committee shall establish procedures for:

  - the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and

  - the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

- The Audit Committee shall:

  - review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance;

  - review the findings of any examinations by regulatory agencies, and any auditor observations;

  - review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith; and

  - obtain regular updates from management and company legal counsel regarding compliance matters.

Reporting to the Board

- The Audit Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board.

Authority

The Audit Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisors and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisors to, the Audit Committee.

The Audit Committee shall have available appropriate funding from the

Company as determined by the Audit Committee for payment of:

- compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;

- compensation to any advisers employed by the Audit Committee; and

- ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee may delegate its authority to subcommittees or the Chairman of the Audit Committee when it deems appropriate and in the best interests of the Company.

Procedures

The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chairman of the Audit Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.

The Audit Committee shall meet separately, periodically, with management, with internal auditors or other personnel responsible for the internal audit function and with the independent auditor.

Limitations Inherent in the Audit Committee's Role

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor. Furthermore, it is the responsibility of the CEO and senior management to determine the appropriate level of the Company's exposure to risk.