

CHINA LODGING GROUP, LIMITED
(Incorporated in the Cayman Islands with limited liability)
(NASDAQ Ticker: HTHT)

NOTICE OF EXTRAORDINARY GENERAL MEETING
to Be Held on March 26, 2015
(or any adjourned meeting thereof)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of China Lodging Group, Limited (the “**Company**”) will be held at No. 2266, Hongqiao Road, Changning District, Shanghai, People’s Republic of China on March 26, 2015 at 11 a.m., local time, or at any adjourned meeting thereof, for the following purposes:

1. To consider and, if thought fit, passing the following resolution as an ordinary resolution:

“**RESOLVED**, as an ordinary resolution:

THAT

(i) Section 1 of the 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010) be and is hereby deleted in its entirety and replaced by the following:

“The purpose of this China Lodging Group, Limited 2009 Share Incentive Plan is to enhance the ability of China Lodging Group, Limited to attract and retain exceptionally qualified individuals and Entities and to encourage them to acquire a proprietary interest in the growth and performance of the Company.”

(ii) The following new definition be and is hereby included in the Section 2 of the 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010):

“**Entity**” shall mean any firm, company, corporation, body corporate, partnership, association, joint venture, trust, individual proprietorship or other enterprise, entity or organization.”

(iii) Section 2(l) of the 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010) be and is hereby deleted in its entirety and replaced by the following:

““**Consultant**” means any individual or Entity, including an advisor, who or which is engaged by the Company or an Affiliate to render services and is compensated for such services, and any director of the Company or an Affiliate whether or not compensated for such services.”

(iv) Section 2(q) of the 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010) be and is hereby deleted in its entirety and replaced by the following:

““**Participant**” shall mean an individual or Entity granted an Award under this 2009 Plan.”

- (v) Section 3(a) of the 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010) be and is hereby deleted in its entirety and replaced by the following:

“Employees, Consultants and Entities are eligible to participate in this 2009 Plan. An Employee, Consultant or Entity who or which has been granted an Award may, if he, she or it is otherwise eligible, be granted additional Awards.”

- (vi) Section 5(a) of the 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010) be and is hereby deleted in its entirety and replaced by the following:

“Subject to adjustment as provided below, the maximum aggregate number of Shares that may be issued pursuant to all Awards shall not exceed 43,000,000.”

- (vii) save for the above amendments, the 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010) shall remain in full force and effect.

THAT each director or officer of the Company be and is hereby authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.”

The Board of Directors of the Company has fixed the close of business on February 18, 2015 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the EGM or any adjourned meeting thereof.

Please refer to the proxy form, which is attached to and made a part of this notice. Holders of record of the Company’s ordinary shares at the close of business on the Record Date are entitled to vote at the EGM and any adjourned meeting thereof. Holders of the Company’s American depositary shares (“**ADSs**”) who wish to exercise their voting rights for the underlying shares must act through Citibank, N.A., the depositary of the Company’s ADS program.

Holders of record of the Company’s ordinary shares as of the Record Date are cordially invited to attend the EGM in person. Your vote is important. If you cannot attend the EGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than 48 hours before the time of the EGM to ensure your representation at such meeting.

By Order of the Board of Directors,

Qi Ji
Executive Chairman & CEO

Shanghai, February 17, 2015