
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE TO

(Amendment No. 1)

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

H WORLD GROUP LIMITED

(Name of Subject Company (Issuer))

H World Group Limited

(Name of Filing Person (Issuer))

3.00% Convertible Senior Notes due 2026

(Title of Class of Securities)

44332NAB2

(CUSIP Number of Class of Securities)

**Jun Zou
Chief Financial Officer
No. 1299 Fenghua Road
Jiading District
Shanghai
People's Republic of China
(86) 21 6195-2011**

with copy to:

**Shuang Zhao
Cleary Gottlieb Steen & Hamilton LLP
37th Floor, Hysan Place
500 Hennessy Road, Causeway Bay
Hong Kong
(852) 2532-3783**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

CALCULATION OF FILING FEE

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by H World Group Limited (formerly known as Huazhu Group Limited) (the “Company”) on April 1, 2024 (the “Schedule TO”) relating to the Company’s 3.00% Convertible Senior Notes due 2026 (the “Notes”). This Amendment No. 1 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s Put Right Notice to the holders dated April 1, 2024 (the “Put Right Notice”). The information contained in the Schedule TO, including the Put Right Notice, as supplemented and amended by the information contained in Item 11 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 1 amends and supplements the Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The Put Right expired at 5:00 p.m., New York City time, on Monday, April 29, 2024 (the “Expiration Date”). The Company has been advised by Wilmington Trust, National Association, as paying agent (the “Paying Agent”), that pursuant to the terms of the Put Right Notice, none of the Notes were validly surrendered as of the Expiration Date. The aggregate amount of the Repurchase Price is nil. As of April 30, 2024, US\$499,999,000 aggregate principal amount of the Note remains outstanding and continues to be subject to the existing terms of the Indenture and the Notes.

ITEM 12. EXHIBITS.

(A) Exhibits.

- [\(a\)\(1\)*](#) [Put Right Notice to Holders of 3.00% Convertible Senior Notes due 2026 issued by H World Group Limited \(formerly known as Huazhu Group Limited\), dated as of April 1, 2024.](#)
- [\(a\)\(5\)\(A\)*](#) [Press Release issued by the Company, dated as of April 1, 2024.](#)
- [\(a\)\(5\)\(B\)†](#) [Press Release issued by the Company, dated as of April 30, 2024.](#)
- (b) Not applicable.
- [\(d\)*](#) [Indenture, dated as of May 12, 2020, between the Company and Wilmington Trust, National Association, as trustee, incorporated by reference to Exhibit 4.17 to the Company’s annual report on Form 20-F \(File No. 001-34656\) filed with the Securities and Exchange Commission on April 23, 2021.](#)
- (g) Not applicable.
- (h) Not applicable.

(B) Filing Fee Exhibit

- [107†](#) [Filing Fee Table.](#)

* Previously filed.

† Filed herewith.

EXHIBIT INDEX

Exhibit No.	Description
<u>(a)(1)*</u>	<u>Put Right Notice to Holders of 3.00% Convertible Senior Notes due 2026 issued by H World Group Limited (formerly known as Huazhu Group Limited), dated as of April 1, 2024.</u>
<u>(a)(5)(A)*</u>	<u>Press Release issued by the Company, dated as of April 1, 2024.</u>
<u>(a)(5)(B)†</u>	<u>Press Release issued by the Company, dated as of April 30, 2024.</u>
(b)	Not applicable.
<u>(d)*</u>	<u>Indenture, dated as of May 12, 2020, between the Company and Wilmington Trust, National Association, as trustee, incorporated by reference to Exhibit 4.17 to the Company's annual report on Form 20-F (File No. 001-34656) filed with the Securities and Exchange Commission on April 23, 2021.</u>
(g)	Not applicable.
(h)	Not applicable.
<u>107†</u>	<u>Filing Fee Table.</u>

* Previously filed.

† Filed herewith.

SIGNATURE

After due 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.

H WORLD GROUP LIMITED

By: /s/ Jun Zou

Name: Jun Zou

Title: Chief Financial Officer

Dated: April 30, 2024

**H World Group Limited Announces Completion of the Put Right Offer for
Its 3.00% Convertible Senior Notes due 2026**

Shanghai, April 30, 2024 — H World Group Limited (Nasdaq: HTHT and HKEx: 1179, the “Company” or “H World”), a key player in the global hotel industry, today announced that it has completed its previously announced put right offer relating to its 3.00% Convertible Senior Notes due 2026 (CUSIP No. 44332NAB2) (the “Notes”). The put right offer expired at 5:00 p.m., New York City time, on Monday, April 29, 2024. Based on information from Wilmington Trust, National Association as the paying agent for the Notes, none of the Notes were validly surrendered prior to the expiration of the put right offer. The aggregate repurchase price of these Notes was nil.

Materials filed with the Securities and Exchange Commission (the “SEC”) will be available electronically without charge at the SEC’s website, <http://www.sec.gov>. Documents filed with the SEC may also be obtained without charge at the Company’s website, <https://ir.hworld.com/>.

About H World Group Limited

Originated in China, H World Group Limited is a key player in the global hotel industry. As of December 31, 2023, H World operated 9,394 hotels with 912,444 rooms in operation in 18 countries. H World’s brands include Hi Inn, Elan Hotel, HanTing Hotel, JI Hotel, Starway Hotel, Orange Hotel, Crystal Orange Hotel, Manxin Hotel, Madison Hotel, Joya Hotel, Blossom House, Ni Hao Hotel, CitiGO Hotel, Steigenberger Hotels & Resorts, MAXX, Jaz in the City, IntercityHotel, Zleep Hotels, Steigenberger Icon and Song Hotels. In addition, H World also has the rights as master franchisee for Mercure, Ibis and Ibis Styles, and co-development rights for Grand Mercure and Novotel, in the pan-China region.

H World’s business includes leased and owned, manachised and franchised models. Under the lease and ownership model, H World directly operates hotels typically located on leased or owned properties. Under the manachise model, H World manages manachised hotels through the on-site hotel managers that H World appoints, and H World collects fees from franchisees. Under the franchise model, H World provides training, reservations and support services to the franchised hotels, and collects fees from franchisees but does not appoint on-site hotel managers. H World applies a consistent standard and platform across all of its hotels. As of December 31, 2023, H World operated 11 percent of its hotel rooms under lease and ownership model, and 89 percent under manachise and franchise model.

For more information, please visit H World’s website: <https://ir.hworld.com>.

Contact Information
Investor Relations
Tel: +86 (21) 6195 9561
Email: ir@hworld.com
<https://ir.hworld.com>

Calculation of Filing Fee Tables

Schedule TO

(Form Type)

H World Group Limited
(Name of Issuer)

Table 1 – Transaction Valuation

	<u>Transaction Valuation</u>	<u>Fee Rate</u>	<u>Amount of Filing Fee</u>
Fees to Be Paid	—		—
Fees Previously Paid	\$ 499,999,000.00 ⁽¹⁾	0.01476% ⁽²⁾	\$ 73,799.85 ⁽²⁾
Total Transaction Valuation	\$ 499,999,000.00		
Total Fees Due for Filing			\$ 73,799.85 ⁽²⁾
Total Fees Previously Paid			\$ 73,799.85 ⁽²⁾
Total Fee Offsets			—
Net Fee Due			—

(1) Calculated solely for purposes of determining the filing fee. The purchase price of the 3.00% Convertible Senior Notes due 2026 (the “Notes”), as described herein, is US\$1,000 per US\$1,000 principal amount outstanding. As of March 29, 2024, there was US\$499,999,000.00 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of US\$499,999,000.00 (excluding accrued but unpaid additional interest, if any).

(2) The filing fee of \$73,799.85 was previously paid in connection with the filing of the Tender Offer Statement on Schedule TO on April 1, 2024 by H World Group Limited (File No. 005-85408). The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$147.60 for each US\$1,000,000 of the value of the transaction.

Table 2 – Fee Offset Claims and Sources⁽¹⁾

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Fee Paid with Fee Offset Source
Fee Offset Claims							
Fee Offset Sources							

(1) Not applicable.