

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 20-F**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2013**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report .....

Commission file number: 001-34656

**China Lodging Group, Limited**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**CAYMAN ISLANDS**

(Jurisdiction of incorporation or organization)

**No. 2266 Hongqiao Road  
Changning District  
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(Address of principal executive offices)

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People's Republic of China**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares, each representing four ordinary shares, par value US\$0.0001 per share	NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.  
247,551,999 Ordinary Shares.



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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

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## CERTAIN CONVENTIONS

Unless otherwise indicated, all translations from U.S. dollars to RMB in this annual report were made at a rate of US\$1.00 to RMB6.0537, the exchange rate as set forth in the H.10 statistical release of the U.S. Federal Reserve Board on December 31, 2013. No representation is made that the RMB amounts referred to herein could have been or could be converted into U.S. dollars at any particular rate or at all. On April 11, 2014, the exchange rate was US\$1.00 to RMB6.2111. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding.

Unless otherwise indicated, in this annual report,

- “*ADRs*” are to the American depositary receipts that may evidence our ADSs;
- “*ADSs*” are to our American depositary shares, each representing four ordinary shares;
- “*China*” or the “*PRC*” are to the People’s Republic of China, excluding, for purposes of this annual report, Hong Kong, Macau and Taiwan;
- “*Ordinary shares*” are to our ordinary shares, par value US\$0.0001 per share;
- “*RMB*” and “*Renminbi*” are to the legal currency of China;
- “*US\$*” and “*U.S. dollars*” are to the legal currency of the United States; and
- “*We*,” “*us*,” “*our company*,” “*our*,” and “*China Lodging*” are to China Lodging Group, Limited, a Cayman Islands company, and its predecessor entities and subsidiaries.

## PART I

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION****3.A. Selected Financial Data**

The selected consolidated statements of comprehensive income data and selected consolidated cash flow data for the years ended December 31, 2011, 2012 and 2013 and the selected consolidated balance sheet data as of December 31, 2012 and 2013 are derived from our audited consolidated financial statements included herein, which were prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The selected consolidated statements of comprehensive income data and selected consolidated cash flow data for the years ended December 31, 2009 and 2010 and the selected consolidated balance sheet data as of December 31, 2009, 2010 and 2011 are derived from our audited consolidated financial statements that have not been included herein and were prepared in accordance with U.S. GAAP. The selected financial data set forth below should be read in conjunction with “Item 5. Operating and Financial Review and Prospects” and the consolidated financial statements and the notes to those statements included herein. The historical results presented below are not necessarily indicative of financial results to be achieved in future periods.

	Year Ended December 31,					(US\$)
	2009 (RMB)	2010 (RMB)	2011 (RMB)	2012 (RMB)	2013 (RMB)	
(In thousands, except per share and per ADS data)						
<b>Consolidated Statement of Comprehensive Income Data:</b>						
Net revenues	1,260,191	1,738,493	2,249,597	3,224,527	4,168,629	688,608
Operating costs and expenses(1)	1,186,223	1,486,627	2,150,031	3,011,517	3,815,835	630,331
Income from operations	76,414	256,306	107,146	219,733	380,544	62,861
Income before income taxes	69,438	279,056	142,954	233,673	388,515	64,178
Net income	51,448	221,794	118,138	179,504	283,695	46,863
Less: net income attributable to noncontrolling interest	8,903	6,043	3,306	4,617	3,837	634
Net income attributable to China Lodging Group, Limited	42,545	215,751	114,832	174,887	279,858	46,229
Earnings per share:						
Basic	0.24	1.05	0.47	0.72	1.14	0.19
Diluted	0.23	0.92	0.47	0.71	1.12	0.19
Earnings per ADS(2):						
Basic	0.95	4.19	1.90	2.88	4.57	0.75
Diluted	0.93	3.68	1.87	2.83	4.49	0.74
Weighted average number of shares used in computation:						
Basic	57,562	198,517	241,928	243,284	245,187	245,187
Diluted	183,632	234,481	246,181	246,981	249,486	249,486

Note: (1) Includes share-based compensation expenses as follows:

	Year Ended December 31,					(US\$)
	2009 (RMB)	2010 (RMB)	2011 (RMB)	2012 (RMB)	2013 (RMB)	
(In thousands)						
Share-based compensation expenses	7,955	13,113	15,483	20,837	30,468	5,033

(2) Each ADS represents four ordinary shares.

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The following table presents a summary of our consolidated balance sheet data as of December 31, 2009, 2010, 2011, 2012 and 2013:

	As of December 31,					
	2009 (RMB)	2010 (RMB)	2011 (RMB)	2012 (RMB)	2013 (RMB)	
(In thousands)						
<b>Consolidated Balance Sheet Data:</b>						
Cash and cash equivalents	270,587	1,060,067	781,601	449,844	397,435	65,652
Restricted cash	500	1,275	1,500	1,790	3,317	548
Prepaid rent	69,618	152,267	228,087	321,305	363,581	60,059
Property and equipment, net	1,028,267	1,422,432	2,095,794	2,951,509	3,634,039	600,301
Total assets	1,581,131	3,044,080	3,524,950	4,330,187	5,185,052	856,510
Accounts payable	141,570	283,203	417,605	624,824	677,305	111,883
Long-term debt	80,000	—	—	—	—	—
Deferred rent — long-term	174,775	237,427	329,774	470,438	653,831	108,005
Deferred revenue	74,761	117,044	209,846	300,315	416,102	68,735
Total liabilities	678,875	918,770	1,269,066	1,839,622	2,357,261	389,392
Mezzanine equity	796,803	—	—	—	—	—
Total equity	105,453	2,125,310	2,255,884	2,490,565	2,827,791	467,118

The following table presents a summary of our consolidated statements of cash flow for the years ended December 31, 2009, 2010, 2011, 2012 and 2013:

	Year Ended December 31,					
	2009 (RMB)	2010 (RMB)	2011 (RMB)	2012 (RMB)	2013 (RMB)	
(In thousands)						
<b>Consolidated Statement of Cash Flow Data:</b>						
Net cash provided by operating activities	296,341	469,126	458,740	715,720	1,070,169	176,779
Net cash used in investing activities	(256,027)	(515,310)	(734,577)	(1,068,130)	(1,152,248)	(190,338)
Net cash provided by financing activities	47,063	845,837	13,834	19,895	30,646	5,063

**Exchange Rate Information**

This annual report contains translations of RMB amounts into U.S. dollars at specific rates solely for the convenience of the reader. For January 1, 2009 and all later dates and periods, the exchange rate refers to the exchange rate as set forth in the H.10 statistical release of the Federal Reserve Board. Unless otherwise indicated, conversions of RMB into U.S. dollars in this annual report are based on the exchange rate on December 31, 2013. We make no representation that any RMB or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or RMB, as the case may be, at any particular rate, or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of RMB into foreign exchange and through restrictions on foreign trade. On April 11, 2014, the daily exchange rate reported by the Federal Reserve Board was RMB6.2111 to US\$1.00.

The following table sets forth information concerning exchange rates between the RMB and the U.S. dollar for the periods indicated. These rates are provided solely for your convenience and are not necessarily the exchange rates that we used in this annual report or will use in the preparation of our periodic reports or any other information to be provided to you.



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Period	Noon Buying Rate			
	Period End	Average <sup>(1)</sup>	Low	High
		(RMB per US\$1.00)		
2009	6.8259	6.8307	6.8470	6.8176
2010	6.6000	6.7696	6.8330	6.6000
2011	6.2939	6.4475	6.6364	6.2939
2012	6.2301	6.2990	6.3879	6.2221
2013	6.0537	6.1412	6.2438	6.0537
October	6.0943	6.1032	6.1209	6.0815
November	6.0922	6.0929	6.0993	6.0903
December	6.0537	6.0738	6.0927	6.0537
2014				
January	6.0590	6.0509	6.0600	6.0402
February	6.1448	6.0816	6.1448	6.0591
March	6.2164	6.1729	6.2273	6.1183
April (through April 11, 2014)	6.2111	6.2073	6.2123	6.1966

(1) Averages for a period are calculated by using the average of the exchange rates at the end of each month during the period. Monthly averages are calculated by using the average of the daily rates during the relevant period.

### 3.B. Capitalization and Indebtedness

Not applicable.

### 3.C. Reason for the Offer and Use of Proceeds

Not applicable.

### 3.D. Risk Factors

#### Risks Related to Our Business

*Our operating results are subject to conditions affecting the lodging industry in general.*

Our operating results are subject to conditions typically affecting the lodging industry, which include:

- changes and volatility in national, regional and local economic conditions in China;
- competition from other hotels, the attractiveness of our hotels to customers, and our ability to maintain and increase sales to existing customers and attract new customers;
- adverse weather conditions, natural disasters or travelers' fears of exposure to contagious diseases and social unrest;
- changes in travel patterns or in the desirability of particular locations;
- increases in operating costs and expenses due to inflation and other factors;
- local market conditions such as an oversupply of, or a reduction in demand for, hotel rooms;
- the quality and performance of managers and other employees of our hotels;
- the availability and cost of capital to fund construction and renovation of, and make other investments in, our hotels;
- seasonality of the lodging business and national or regional special events;
- the possibility that leased properties may be subject to challenges as to their compliance with the relevant government regulations; and
- maintenance and infringement of our intellectual property.

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Changes in any of these conditions could adversely affect our occupancy rates, average daily rates and revenues generated per available room, or RevPAR, or otherwise adversely affect our results of operations and financial condition.

***Our business is sensitive to Chinese and global economic conditions. A severe or prolonged downturn in the Chinese or global economy could materially and adversely affect our revenues and results of operations.***

Our business and operations are primarily based in China and we depend on domestic business and leisure traveler customers for a significant majority of our revenues. Accordingly, our financial results have been, and we expect will continue to be, affected by developments in the Chinese economy and travel industry. As the travel industry is highly sensitive to business and personal discretionary spending levels, it tends to decline during general economic downturns. In 2008, China was affected by the disruptions to financial markets described below, and, although the Chinese economy recovered in 2010 and remained relatively stable in 2011, the growth rate of China's GDP decreased in 2012 and 2013, and it is uncertain whether this economic slowdown will continue into 2014 and beyond. A prolonged slowdown in the Chinese economy could erode consumer confidence which could result in changes to consumer spending patterns for travel and lodging-related products and services.

There is a possibility that China's economic growth rate may materially decline in the near future, which may have adverse effects on our financial condition and results of operations. Risk of a material slowdown in China's economic growth rate is based on several current or emerging factors including: (i) overinvestment by the government and businesses and excessive credit offered by banks; (ii) a rudimentary monetary policy; (iii) excessive privileges to state-owned enterprises at the expense of private enterprises; (iv) the dwindling supply of surplus labor; (v) a decrease in exports due to weaker overseas demand; and (vi) failure to boost domestic consumption.

The global financial markets experienced significant disruptions in 2008 and the United States, Europe and other economies went into recession. The recovery from the lows of 2008 and 2009 was uneven and it is facing new challenges, including the escalation of the European sovereign debt crisis since 2011. It is unclear whether the European sovereign debt crisis will be contained and what effects it may have. There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies that have been adopted by the central banks and financial authorities of some of the world's leading economies, including China's. There have also been concerns over unrest in the Middle East and Africa, which have resulted in higher oil prices and significant market volatility, and over the possibility of a war involving Iran or North Korea. In addition, there have been concerns about the economic effect of the earthquake, tsunami and nuclear crisis in Japan and the tensions between Japan and its neighbouring countries. Economic conditions in China are sensitive to global economic conditions.

Any prolonged slowdown in the Chinese or global economy may have a negative impact on our business, results of operations and financial condition, and continued turbulence in the international markets may adversely affect our ability to access the capital markets to meet liquidity needs.

***The lodging industry in China is competitive, and if we are unable to compete successfully, our financial condition and results of operations may be harmed.***

The lodging industry in China is highly fragmented. As a multi-brand hotel group we believe that we compete primarily based on location, room rates, brand recognition, quality of accommodations, geographic coverage, service quality, range of services, guest amenities and convenience of the central reservation system. We primarily compete with other hotel groups as well as various stand-alone lodging facilities in each of the markets in which we operate. Our HanTing Hotels mainly compete with Home Inns, Jinjiang Inn, 7 Days Inn, various regional hotel groups and stand-alone hotels, and certain international brands such as Super 8. HanTing Hotels also compete with two- and three-star hotels, as they offer rooms with amenities comparable to many of those hotels. Our Ji Hotels and Starway Hotels face competition from existing three-star and certain four-star hotels, boutique hotels whose price could be comparable and a few hotel chains such as Vienna Hotels and Holiday Inn Express. Our Hi Inns compete mainly with stand-alone guest houses, low-price hotels and budget hotel chains such as Pod Inns, 99 Inns and 100 Inns. Our Joya Hotels and Manxin Hotels & Resorts compete with existing four-star and five-star hotels. New and existing competitors may offer more competitive rates, greater convenience, services or amenities or superior facilities, which could attract customers away from our hotels and result in a decrease in occupancy and average daily rates for our hotels. Competitors may also outbid us for new leased hotel conversion sites, negotiate better terms for potential manachised or franchised hotels or offer better terms to our existing manachised or franchised hotel owners, thereby slowing our anticipated pace of expansion. Furthermore, our typical guests may change their travel, spending and consumption patterns and choose to stay in other kinds of hotels, especially given the increase in our hotel room rates to keep pace with inflation. Any of these factors may have an adverse effect on our competitive position, results of operations and financial condition.

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***Our financial and operating performance may be adversely affected by epidemics, adverse weather conditions, natural disasters and other catastrophes.***

Our financial and operating performance may be adversely affected by epidemics, adverse weather conditions, natural disasters and other catastrophes, particularly in locations where we operate a large number of hotels.

Our business could be materially and adversely affected by the outbreak of swine influenza, avian influenza, severe acute respiratory syndrome or other epidemics. In 2011, 2013 and 2014, there were reports on the occurrences of avian influenza in various parts of China, including dozens of confirmed human cases and deaths. Any prolonged recurrence of such contagious disease or other adverse public health developments in China may have a material and adverse effect on our business operations. For example, if any of our employees or customers is suspected of having contracted any contagious disease while he or she has worked or stayed in our hotels, we may under certain circumstances be required to quarantine our employees that are affected and the affected areas of our premises.

Losses caused by epidemics, adverse weather conditions, natural disasters and other catastrophes, including earthquakes or typhoons, are either uninsurable or too expensive to justify insuring against in China. In the event an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a hotel, as well as the anticipated future revenues from the hotel. In that event, we might nevertheless remain obligated for any financial commitments related to the hotel.

Similarly, war (including the potential of war), terrorist activity (including threats of terrorist activity), social unrest and heightened travel security measures instituted in response, travel-related accidents, as well as geopolitical uncertainty and international conflict, will affect travel and may in turn have a material adverse effect on our business and results of operations. In addition, we may not be adequately prepared in contingency planning or recovery capability in relation to a major incident or crisis, and as a result, our operational continuity may be adversely and materially affected and our reputation may be harmed.

***Seasonality of our business and national or regional special events may cause fluctuations in our revenues, cause our ADS price to decline, and adversely affect our profitability***

The lodging industry is subject to fluctuations in revenues due to seasonality and national or regional special events. The seasonality of our business may cause fluctuations in our quarterly operating results. Generally, the first quarter, in which both the New Year and Spring Festival holidays fall, accounts for a lower percentage of our annual revenues than other quarters of the year. We typically have a lower RevPAR in the fourth quarter, as compared to the second and third quarters, due to reduced travel activities in the winter. In addition, national or regional special events that attract large numbers of people to travel may also cause fluctuations in our operating results in particular for the hotel locations where those events are held. For example, Expo 2010 Shanghai China, or the Shanghai Expo, drove strong demand and led to increased occupancy rates and average daily rates for our hotels in Shanghai from May 1 to October 31, 2010 and contributed to our revenue increase from 2009 to 2010. However, after the Shanghai Expo's closing on October 31, 2010, the demand for our hotels in Shanghai for the period from November 2010 to February 2011 was lower than the comparable periods of prior years. Therefore, you should not rely on our operating or financial results for prior periods as an indication of our results in any future period. As our revenues may vary from quarter to quarter, our business is difficult to predict and our quarterly results could fall below investor expectations, which could cause our ADS price to decline. Furthermore, the ramp-up process of our new hotels can be delayed during the low season, which may negatively affect our revenues and profitability.

***Our limited operating history makes it difficult to evaluate our future prospects and results of operations.***

Our operations commenced, through Powerhill Holdings Limited, or Powerhill, with mid-scale limited service hotels and commercial property development and management in 2005, and we began migrating to our current business of operating and managing a multi-brand hotel group in 2007. See “Item 4. Information on the Company — A. History and Development of the Company.” Accordingly, you should consider our future prospects in light of the risks and challenges encountered by a company with a limited operating history. These risks and challenges include:

- continuing our growth while trying to achieve and maintain our profitability;
- preserving and enhancing our competitive position in the lodging industry in China;
- offering innovative products to attract recurring and new customers;
- implementing our strategy and modifying it from time to time to respond effectively to competition and changes in customer preferences and needs;
- increasing awareness of our brands and products and continuing to develop customer loyalty;
- attracting, training, retaining and motivating qualified personnel; and
- renewing leases for our leased hotels on commercially viable terms after the initial lease terms expire.

If we are unsuccessful in addressing any of these risks or challenges, our business may be materially and adversely affected.

***Our new leased hotels typically incur significant pre-opening expenses during their development stages and generate relatively low revenues during their ramp-up stages, which may have a significant negative impact on our financial performance.***

The operation of each of our leased hotel goes through three stages: development, ramp-up and mature operations. During the development stage, leased hotels generally incur pre-opening expenses ranging from approximately RMB0.5 to RMB5.0 million per hotel. During the ramp-up stage, when the occupancy rate is relatively low, revenues generated by these hotels may be insufficient to cover their operating costs, which are relatively fixed in nature. As a result, these newly opened leased hotels may not achieve profitability during the ramp-up stage. As we continue to expand our leased hotel portfolio, the significant pre-opening expenses incurred during the development stage and the relatively low revenues during the ramp-up stage of our newly opened leased hotels may have a significant negative impact on our financial performance.

***A significant portion of our costs and expenses may remain constant or increase even if our revenues decline, which would adversely affect our net margins and results of operations.***

A significant portion of our operating costs, including rent and depreciation and amortization, is fixed. Accordingly, a decrease in revenues could result in a disproportionately higher decrease in our earnings because our operating costs and expenses are unlikely to decrease proportionately. For example, the New Year and Spring Festival holiday periods generally account for a lower portion of our annual revenues than other periods, but our expenses do not vary as significantly with changes in occupancy and revenues as we need to continue to pay rent and salary and to make regular repairs, maintenance and renovations and invest in other capital improvements throughout the year to maintain the attractiveness of our hotels. Our property development and renovation costs may increase as a result of increasing costs of materials. However, we have a limited ability to pass increased costs to customers through room rate increases. Therefore, our costs and expenses may remain constant or increase even if our revenues decline, which would adversely affect our net margins and results of operations.

***We may not be able to manage our planned growth, which could adversely affect our operating results.***

Our hotel group has been growing rapidly since we began migrating to our current business of operating and managing a multi-brand hotel group. In 2007, we launched our economy hotel product, HanTing Express Hotel, which was subsequently rebranded as HanTing Hotel, and our mid-scale limited service hotel product, HanTing Hotel, which was subsequently rebranded first as HanTing Seasons Hotel and then as JI Hotel. In May 2012, we completed the acquisition of a 51% equity interest in Starway Hotels (Hong Kong) Limited, or Starway HK, and in December 2013, we acquired the remaining 49% equity interest of Starway HK from C-Travel. We have retained the Starway brand. In addition, we launched Manxin Hotels & Resorts in October 2013 and Joya Hotel, a new hotel brand targeting the upscale market, in December 2013. Through this organic and acquired growth, we increased the number of our hotels in operation in China from 26 hotels as of January 1, 2007 to 1,425 hotels as of December 31, 2013, and we intend to continue to develop and operate additional hotels in different geographic locations in China. This expansion has placed, and will continue to place, substantial demands on our managerial, operational, technological and other resources. Our planned expansion will also require us to maintain the consistency of our products and the quality of our services to ensure that our business does not suffer as a result of any deviations, whether actual or perceived, in our quality standards. In order to manage and support our growth, we must continue to improve our existing operational, administrative and technological systems and our financial and management controls, and recruit, train and retain qualified hotel management personnel as well as other administrative and sales and marketing personnel, particularly as we expand into new markets. We cannot assure you that we will be able to effectively and efficiently manage the growth of our operations, recruit and retain qualified personnel and integrate new hotels into our operations. Any failure to effectively and efficiently manage our expansion may materially and adversely affect our ability to capitalize on new business opportunities, which in turn may have a material adverse effect on our results of operations.

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Expansion into new geographic markets and addition of new hotel products for which we have limited operating experience and brand recognition may present operating and marketing challenges that are different from those we currently encounter in our existing markets. Our expansion within existing markets may cannibalize our existing hotels in those markets and, as a result, negatively affect our overall results of operations. Our inability to anticipate the changing demands that expanding operations will impose on our management and information and operational systems, or our failure to quickly adapt our systems and procedures to the new markets, could result in declines of revenues and increases in expenses or otherwise harm our results of operations and financial condition. Expansion through the introduction of new hotel products or brands may also present operating and marketing challenges. There can be no assurance that any new hotel products or brands we introduce will be well received by our customers and become profitable, and if it becomes profitable, it will be achieved in a timely fashion. If a new product or brand is not well received by our customers, we may not be able to generate sufficient revenue to offset related costs and expenses, and our overall financial performance and condition may be adversely affected.

***Our multi-brand business strategy exposes us to potential risks and its execution may divert management attention and resources from our established brand, and if any of the new hotel brands are not well received by the market, we may not be able to generate sufficient revenue to offset related costs and expenses, and our overall financial performance and condition may be adversely affected.***

We rebranded our *HanTing Express Hotel* as *HanTing Hotel*, our *HanTing Seasons Hotel* as *JI Hotel* and our *HanTing Hi Inn* as *Hi Inn* in 2012. In the same year we also acquired the Starway Hotel brand. In addition, we launched Manxin Hotels & Resorts in October 2013 and Joya Hotel, a new hotel brand targeting the upscale market, in December 2013. We are still in the process of developing the Joya Hotel, Manxin Hotels & Resorts, JI Hotel, Starway Hotel and Hi Inn brands on top of our established brand of HanTing Hotel:

- Joya Hotel is our upscale brand concept targeting affluent travelers and corporate events. Joya hotels are typically located in central business districts. We have limited operating experience in developing and operating hotels in the upscale market. The introduction of the Joya Hotel brand exposes us to potential risks, including risks associated with high capital expenditure level and with entering a highly competitive new market.
- Manxin Hotels & Resorts is our mid-to-upscale brand concept targeting leisure travelers, families and small-scale corporate events. Manxin Hotels & Resorts targets popular vacation destinations. We have limited operating experience in developing and operating hotels in the midscale and upscale market. The introduction of the Manxin Hotels & Resorts brand exposes us to potential risks, including risks associated with high capital expenditure level and with entering a highly competitive new market.
- JI Hotel is our organically developed mid-scale brand. As of December 31, 2013, we had 68 JI Hotels in operation and an additional 52 JI Hotels under development. We plan to further expand the JI Hotel network through both the lease model and the manachise model. However, we may not be able to successfully identify, secure and develop in a timely fashion additional JI Hotels under the lease model or to successfully compete for franchise agreements for additional JI Hotels. The accelerated development of JI Hotels exposes us to potential risks, including risks associated with high capital expenditures and uncertain financial outcome.

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- Before our acquisition, Starway operated under the franchise model, without direct management involvement in the franchised hotels. After the acquisition of Starway, we introduced the lease and manachise models to the Starway Hotels brand and gradually converted the franchised hotels Starway had before our acquisition to manachised or leased hotels where appropriate. We also selectively terminated the franchise arrangements with certain Starway Hotels that did not meet the new Starway brand standards or did not accept certain changes we made to the franchise agreements. We integrated most of Starway Hotels' support functions into our existing corporate platform and significantly reduced the personnel and other operating costs for Starway. The acquisition of Starway exposes us to potential risks, including risks associated with unsuccessful transformation of business models and failure in growing the brand network.
- Hi Inns target practical and price-conscious travelers. We plan to strengthen the cost control over our Hi Inns to remain competitive in their target market and improve the RevPAR of Hi Inns through effective site selection. However, we may not be able to successfully execute our growth strategy and achieve the desired profitability level for Hi Inns.

In addition, we cannot guarantee the size and profitability of the various market segments that each new brand is targeting. The business models of these five new brands are not proven and we cannot guarantee that they can generate return comparable to the established HanTing Hotel brand. The process of developing new brands may divert management attention and resources from our established HanTing Hotel brand. We may not be able to find competent management staff to lead and manage the execution of the multi-brand business strategy. If we are unable to successfully execute our multi-brand strategy to target various market segments, we may be unable to generate revenues from these market segments in the amounts and by the times we anticipate, or at all, and our business, competitive position, financial condition and prospects may be adversely affected.

***We may not be able to successfully identify, secure and develop in a timely fashion additional hotel properties under the lease model.***

We plan to open more hotels to further grow our business. Under our lease model, we may not be successful in identifying and leasing additional hotel properties at desirable locations and on commercially reasonable terms or at all. Even if we are able to successfully identify and acquire new hotel properties, new hotels may not generate the returns we expect. We may also incur costs in connection with evaluating hotel properties and negotiating with property owners, including properties that we are subsequently unable to lease. In addition, we may not be able to develop additional hotel properties in a timely fashion due to construction or regulatory delays. If we fail to successfully identify, secure or develop in a timely fashion additional hotel properties, our ability to execute our growth strategy could be impaired and our business and prospects may be materially and adversely affected.

***We may not be able to successfully compete for franchise agreements and, as a result, we may not be able to achieve our planned growth.***

Our growth strategy includes expanding through manachising and franchising, both through entering into franchise agreements with our franchisees. We believe that our ability to compete for franchise agreements primarily depends on our brand recognition and reputation, the results of our overall operations in general and the success of the hotels that we currently manachise and franchise. Other competitive factors for franchise agreements include marketing support, capacity of the central reservation channel and the ability to operate hotels cost-effectively. The terms of any new franchise agreements that we obtain also depend on the terms that our competitors offer for those agreements. In addition, if the availability of suitable locations for new properties decreases, or governmental planning or other local regulations change, the supply of suitable properties for our manachise and franchise models could be diminished. If the hotels that we manachise or franchise perform less successfully than those of our competitors or if we are unable to offer terms as favorable as those offered by our competitors, we may not be able to compete effectively for new franchise agreements. As a result, we may not be able to achieve our planned growth and our business and results of operations may be materially and adversely affected.

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### ***Future acquisitions or strategic investment may have an adverse effect on our ability to manage our business and harm our results of operations and financial condition.***

If we are presented with appropriate opportunities, we may acquire businesses or assets. Future acquisitions would expose us to potential risks, including risks associated with unforeseen or hidden liabilities, risks that acquired hotels will not achieve anticipated performance levels, diversion of management attention and resources from our existing business, difficulty in integrating the acquired businesses with our existing operational infrastructure, and inability to generate sufficient revenues to offset the costs and expenses of acquisitions. In addition, following completion of an acquisition, our management and resources may be diverted from their core business activities due to the integration process, which diversion may harm the effective management of our business. Furthermore, it may not be possible to achieve the expected level of benefits after integration and the actual cost of delivering such benefits may exceed the anticipated cost. Any difficulties encountered in the acquisition and integration process may have an adverse effect on our ability to manage our business and harm our results of operations and financial condition. If a strategic investment is unsuccessful, then in addition to the diversion of management attention and resources from our existing business we may lose the value of our investment, which could have a material adverse effect on our financial condition and results of operations.

### ***Our legal right to lease certain properties could be challenged by property owners or other third parties or subject to government regulation.***

We do not hold any land use rights with respect to the land on which our hotels are located nor do we own any of the hotel properties we operate. Instead, a substantial part of our business model relies on leases with third parties who either own or lease the properties from the ultimate property owners. We also grant franchises to hotel operators who may or may not own their hotel properties. We cannot assure you that the land use rights and other property rights with respect to properties we currently lease, franchise or franchise for our existing hotels will not be challenged. For example, as of December 31, 2013, our lessors failed to provide the property ownership certificates and/or the land use rights certificates for 62 properties that we lease for our hotel operations. While we have performed our due diligence to verify the rights of our lessors to lease such properties, including inspecting documentation issued by competent government authorities evidencing these lessors' land use rights and other property rights with respect to these properties that these lessors provided us with, we cannot assure you that our rights under those leases will not be challenged by other parties including government authorities.

Under PRC law, all lease agreements are required to be registered with the local housing bureau. While the majority of our standard lease agreements require the lessors to make such registration, some of our leases have not been registered as required, which may expose both our lessors and us to potential monetary fines. Some of our rights under the unregistered leases may also be subordinated to the rights of other interested third parties. In addition, in several instances where our immediate lessors are not the ultimate owners of hotel properties, no consents or permits were obtained from the owners, the primary lease holders or competent government authorities, as applicable, for the subleases of the hotel properties to us, which could potentially invalidate our leases or result in the renegotiation of such leases that leads to terms less favorable to us. Some of the properties we lease from third parties were also subject to mortgages at the time the leases were signed. Where consent to the lease was not obtained from the mortgage holder in such circumstances, the lease may not be binding on the transferee of the property if the mortgage holder forecloses on the mortgage and transfers the property. Moreover, we cannot assure you that the property ownership or leasehold in connection with our franchised and franchised hotels will not be subject to similar third-party challenges.

Any challenge to our legal rights to the properties used for our hotel operations, if successful, could impair the development or operations of our hotels in such properties. We are also subject to the risk of potential disputes with property owners or third parties who otherwise have rights to or interests in our hotel properties. Such disputes, whether resolved in our favor or not, may divert management's attention, harm our reputation or otherwise disrupt our business.

### ***Any failure to comply with land- and property-related PRC laws and regulations may negatively affect our ability to operate our hotels and we may suffer significant losses as a result.***

Our lessors are required to comply with various land- and property-related laws and regulations to enable them to lease effective titles of their properties for our hotel use. For example, properties used for hotel operations and the underlying land should be approved for commercial use purposes by competent government authorities. In addition, before any properties located on state-owned land with allocated or leased land use rights or on land owned by collective organizations may be leased to third parties, lessors should obtain appropriate approvals from the competent government authorities. As of December 31, 2013, the lessors of approximately a quarter of our executed lease agreements subject to this approval requirement did not obtain the required governmental approvals. Such failure may subject the lessors or us to monetary fines or other penalties and may lead to the invalidation or termination of our leases by competent government authorities, and therefore may adversely affect our ability to operate our leased hotels. While many of our lessors have agreed to indemnify us against our losses resulting from their failure to obtain the required approvals, we cannot assure you that we will be able to successfully enforce such indemnification obligations against our lessors. As a result, we may suffer significant losses resulting from our lessors' failure to obtain required approvals to the extent that we could not be fully indemnified by our lessors.

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***Our success could be adversely affected by the performance of our manachised and franchised hotels and defaults or wrongdoings of our franchisees may affect our reputation, which would adversely affect the results of our operations .***

Our success could be adversely affected by the performance of our manachised and franchised hotels, over which we have lesser control compared to our leased hotels. As of December 31, 2013, we manachised and franchised approximately 60.4% of our hotels, and we plan to further increase the number of manachised and franchised hotels to increase our national presence in China. Our franchisees for both our manachised and franchised hotels may not be able to develop hotel properties on a timely basis, which could adversely affect our growth strategy and may impact our ability to collect fees from them on a timely basis. Furthermore, given that our franchisees are typically responsible for the costs of developing and operating the hotels, including renovating the hotels to our standards, and all of the operating expenses, the quality of our manachised and franchised hotel operations may be diminished by factors beyond our control and our franchisees may not successfully operate hotels in a manner consistent with our standards and requirements. Our manachised and franchised hotels are also operated under our brand names. If our brands are misused by any of our franchisees, there may be an adverse impact on our business reputation and brand image. In addition, like any operators in service-oriented industries, we are subject to customer complaints and we may face complaints from unsatisfied customers who are unhappy with the standard of service offered by our franchisees. Any complaints, regardless of their nature and validity, may affect our reputation, thereby adversely affecting the results of our operations. We may also have to incur additional costs in placating any customers or salvaging our reputation. If any of our franchisees defaults or commits wrongdoings, there could be situations where the franchisee is not in a position to sufficiently compensate us for losses which we may have suffered as a result of such defaults or wrongdoings. While we ultimately can take action to terminate our franchisees that do not comply with the terms of our franchise agreements or commit wrongdoings, we may not be able to identify problems and make timely responses and, as a result, our image and reputation may suffer, which may have a material adverse effect on our results of operations.

***If we are unable to access funds to maintain our hotels' condition and appearance, or if our franchisees fail to make investments necessary to maintain or improve their properties, the attractiveness of our hotels and our reputation could suffer and our hotel occupancy rates may decline.***

In order to maintain our hotels' condition and appearance, ongoing renovations and other leasehold improvements, including periodic replacement of furniture, fixtures and equipment, are required. In particular, we manachise and franchise properties leased or owned by franchisees under the terms of franchise agreements, substantially all of which require our franchisees to comply with standards that are essential to maintaining the relevant product integrity and our reputation. We depend on our franchisees to comply with these requirements by maintaining and improving properties through investments, including investments in furniture, fixtures, amenities and personnel.

Such investments and expenditures require ongoing funding and, to the extent we or our franchisees cannot fund these expenditures from existing cash or cash flow generated from operations, we or our franchisees must borrow or raise capital through financing. We or our franchisees may not be able to access capital and our franchisees may be unwilling to spend available capital when necessary, even if required by the terms of our franchise agreements. If we or our franchisees fail to make investments necessary to maintain or improve the properties, our hotel's attractiveness and reputation could suffer, we could lose market share to our competitors and our hotel occupancy rates and RevPAR may decline.



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***We have incurred losses in the past and may incur losses in the future.***

We incurred net losses attributable to our company of RMB111.6 million and RMB136.2 million in 2007 and 2008, respectively. Although we had net income attributable to our company of RMB42.5 million, RMB215.8, RMB114.8 million, RMB174.9 million and RMB279.9 million in 2009, 2010, 2011, 2012 and 2013 respectively, as we expect our costs to increase as we continue to expand our business and operations, we may incur losses in the future. We cannot assure you that we will achieve or sustain profitability in the future.

***Our leases could be terminated early, we may not be able to renew our existing leases on commercially reasonable terms and our rents could increase substantially in the future, which could materially and adversely affect our operations.***

The lease agreements between our lessors and us typically provide, among other things, that the leases could be terminated under certain legal or factual conditions. If our leases were terminated early, our operation of such properties may be interrupted or discontinued and we may incur costs in relocating our operations to other locations. Furthermore, we may have to pay losses and damages and incur other liabilities to our customers and other vendors due to our default under our contracts. As a result, our business, results of operations and financial condition could be materially and adversely affected.

We plan to retain the operation of our leased hotels upon lease expiration through (i) renewal of existing lease or (ii) execution of a franchise agreement with the lessor. We cannot assure you, however, that we will be able to retain our hotel operation on satisfactory terms, or at all. In particular, we may experience an increase in our rent payments and cost of revenues in connection with renegotiating our leases. If we fail to retain our hotel operation on satisfactory terms upon lease expiration, our costs may increase and our profit generated from the hotel operation may decrease in the future. If we are unable to pass the increased costs on to our customers through room rate increases, our operating margins and earnings could decrease and our results of operations could be materially and adversely affected.

***Interruption or failure of our information systems could impair our ability to effectively provide our services, which could damage our reputation.***

Our ability to provide consistent and high-quality services and to monitor our operations on a real-time basis throughout our hotel group depends on the continued operation of our information technology systems, including our web property management, central reservation and customer relationship management systems. Certain damage to or failure of our systems could interrupt our inventory management, affect the manner of our services in terms of efficiency, consistency and quality, and reduce our customer satisfaction.

Our technology platform plays a central role in our management of inventory, revenues, loyalty program and franchisees. We also rely on our website, call center and mobile application to facilitate customer reservations. Our systems remain vulnerable to damage or interruption as a result of power loss, telecommunications failures, computer viruses, fires, floods, earthquakes, interruptions in access to our toll-free numbers, hacking or other attempts to harm our systems, and other similar events. Our servers, which are maintained in Shanghai, may also be vulnerable to break-ins, sabotage and vandalism. Some of our systems are not fully redundant, and our disaster recovery planning does not account for all possible scenarios. Furthermore, our systems and technologies, including our website and database, could contain undetected errors or “bugs” that could adversely affect their performance, or could become outdated and we may not be able to replace or introduce upgraded systems as quickly as our competitors or within budgeted costs for such upgrades. If we experience frequent, prolonged or persistent system failures, our quality of services, customer satisfaction, and operational efficiency could be severely harmed, which could also adversely affect our reputation. Steps we take to increase the reliability and redundancy of our systems may be costly, which could reduce our operating margin, and there can be no assurance that whatever increased reliability may be achievable in practice or would justify the costs incurred.

***Failure to maintain the integrity of internal or customer data could result in harm to our reputation or subject us to costs, liabilities, fines or lawsuits.***

Our business involves collecting and retaining large volumes of internal and customer data, including credit card numbers and other personal information as our various information technology systems enter, process, summarize and report such data. We also maintain information about various aspects of our business operations as well as our employees. The integrity and protection of our customer, employee and company data is critical to our business. Our customers and employees expect that we will adequately protect their personal information. We are required by applicable laws to keep strictly confidential the personal information that we collect, and to take adequate security measures to safeguard such information. Our current security measures and those of our third-party providers may not be adequate for the protection of our customer, employee or company data. For instance, we have been involved in a law suit where a customer alleged that we disclosed his personal information. We may face similar litigations in the future. In addition, computer hackers, foreign governments or cyber terrorists may attempt to penetrate our network security and our website. Unauthorized access to our proprietary internal and customer data may be obtained through break-ins, sabotage, breach of our secure network by an unauthorized party, computer viruses, computer denial-of-service attacks, employee theft or misuse, breach of the security of the networks of our third-party providers, or other misconduct. Because the techniques used by computer programmers who may attempt to penetrate and sabotage our proprietary internal and customer data change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. It is also possible that unauthorized access to our proprietary internal and customer data may be obtained through inadequate use of security controls. The laws and regulations applicable to security and privacy are becoming increasingly important in China. Any theft, loss, fraudulent, unlawful use or disclosure of customer, employee or company data could harm our reputation or result in remedial and other costs, liabilities, fines or lawsuits.

***If the value of our brand or image diminishes, it could have a material and adverse effect on our business and results of operations.***

We offer multiple hotel products that are designed to target distinct segments of customers. Our continued success in maintaining and enhancing our brands and image depends, to a large extent, on our ability to satisfy customer needs by further developing and maintaining our innovative and distinctive products and maintaining consistent quality of services across our hotel group, as well as our ability to respond to competitive pressures. If we are unable to do so, our occupancy rates may decline, which could in turn adversely affect our results of operations. Our business may also be adversely affected if our public image or reputation were to be diminished by the operations of any of our hotels, whether due to unsatisfactory service, accidents or otherwise. If the value of our products or image is diminished or if our products do not continue to be attractive to customers, our business and results of operations may be materially and adversely affected.

***Failure to protect our trademarks and other intellectual property rights could have a negative impact on our brands and adversely affect our business.***

The success of our business depends in part upon our continued ability to use our brands, trade names and trademarks to increase brand awareness and to further develop our products. The unauthorized reproduction of our trademarks could diminish the value of our brands and their market acceptance, competitive advantages or goodwill. In addition, we consider our proprietary information systems and operational system to be key components of our competitive advantage and our growth strategy. We have received copyright registration certificates for 11 of our major proprietary information systems and for our operational system. However, none of our other proprietary information system have been patented, copyrighted or otherwise registered as our intellectual property.

Monitoring and preventing the unauthorized use of our intellectual property is difficult. The measures we take to protect our brands, trade names, trademarks and other intellectual property rights may not be adequate to prevent their unauthorized use by third parties. Furthermore, the application of laws governing intellectual property rights in China and abroad is evolving and could involve substantial risks to us. In particular, the laws and enforcement procedures in the PRC are uncertain and do not protect intellectual property rights to the same extent as do the laws and enforcement procedures in the United States and other developed countries. If we are unable to adequately protect our brands, trade names, trademarks and other intellectual property rights, we may lose these rights and our business may suffer materially.

We may also be subject to claims for infringement, invalidity, or indemnification relating to third parties' intellectual property rights. Such claims may be time-consuming and costly to defend, divert management attention and resources, or require us to enter into licensing agreements, which may not be available on commercially reasonable terms, or at all.

***If we are not able to retain, hire and train qualified managerial and other employees, our business may be materially and adversely affected.***

Our managerial and other employees manage our hotels and interact with our customers on a daily basis. They are critical to maintaining the quality and consistency of our services as well as our established brands and reputation. In general, employee turnover, especially those in lower-level positions, is relatively high in the lodging industry. As a result, it is important for us to retain as well as attract qualified managerial and other employees who are experienced in lodging or other consumer-service industries. There is a limited supply of such qualified individuals in some of the cities in China where we have operations and other cities into which we intend to expand. In addition, we need to hire qualified managerial and other employees on a timely basis to keep pace with our rapid growth while maintaining consistent quality of services across our hotels in various geographic locations. We must also provide continuous training to our managerial and other employees so that they have up-to-date knowledge of various aspects of our hotel operations and can meet our demand for high-quality services. If we fail to do so, the quality of our services may decrease, which in turn, may have a material and adverse effect on our products and business.

***Our current employment practices may be adversely impacted under the labor contract law of the PRC.***

The PRC National People's Congress promulgated the labor contract law in 2008, and amended it on December 28, 2012. The labor contract law imposes requirements concerning, among others, the execution of written contracts between employers and employees, the time limits for probationary periods, and the length of fixed-term employment contracts. Considering the PRC governmental authorities have continued to introduce various new labor-related regulations since the effectiveness of the labor contract law, and the interpretation and implementation of these regulations are still evolving, we cannot assure you that our employment practices do not, or will not, violate the labor contract law and related regulations or that we will not be subject to related penalties, fines or legal fees. If we are subject to severe penalties or incur significant legal fees in connection with labor law disputes or investigations, our business, financial condition and results of operations may be adversely affected. In addition, a significant number of our employees are dispatched from third-party human resources companies, which are responsible for managing, among others, payrolls, social insurance contributions and local residency permits of these employees. According to a new regulation on labor dispatch, which was promulgated in December 2013 to implement the provisions of the labor contract law in this regard, a company is permitted to use dispatched employees for up to 10% of its labor force and the companies currently using dispatched employees are given a two-year grace period to comply with this limit. We may not be able to continue our current practice under the labor contract law and the new regulation, which would increase our human resources administration expenses. Even if we continue this practice within the limit, we may be held jointly liable under the labor contract law for any damages to such employees caused by these human resources companies including lost wages, if the human resources company fails to pay such employees their wages and other benefits. If we are subject to large penalties or fees related to the labor contract law, our business, financial condition and results of operations may be materially and adversely affected.

***Failure to retain our management team could harm our business.***

We place substantial reliance on the experience and the institutional knowledge of members of our current management team. Mr. Qi Ji, our founder, executive chairman and chief executive officer, and other members of the management team are particularly important to our future success due to their substantial experiences in lodging and other consumer-service industries. Finding suitable replacements for Mr. Qi Ji and other members of our management team could be difficult, and competition for such personnel of similar experience is intense. The loss of the services of one or more members of our management team due to their departures or otherwise could hinder our ability to effectively manage our business and implement our growth strategies.

***We are subject to various franchise, hotel industry, construction, hygiene, health and safety and environmental laws and regulations that may subject us to liability.***

Our business is subject to various compliance and operational requirements under PRC laws. For example, we are required to obtain the approval from, and file initial and annual reports with, the PRC Ministry of Commerce, or the MOC, to engage in the hotel franchising business. In addition, each of our hotels is required to obtain a special industry license and a fire control approval issued by the local public security bureau, to have hotel operations included in the business scope of its business license, to obtain hygiene permits and environmental impact assessment approvals, and to comply with license requirements and laws and regulations with respect to construction permit, zoning, fire prevention, public area hygiene, food safety, public safety and environmental protection. See "Item 4. Information on the Company — B. Business Overview — Regulation — Regulations on Hotel Operation." If we fail to comply with any applicable construction, hygiene, health and safety, and environmental laws and regulations related to our business, we may be subject to potentially significant monetary damages and fines or the suspension of our operations or development activities. Furthermore, new regulations could also require us to retrofit or modify our hotels or incur other significant expenses. It is also possible that new zoning plans or regulations applicable to a specific location may cause us to relocate our hotel(s) in that location, or require additional approvals and licenses that may not be granted to us promptly or at all, which may adversely affect our operating results. Any failure by us to control the use of, or to adequately restrict the discharge of, hazardous substances in our development activities, or to otherwise operate in compliance with environmental laws could also subject us to potentially significant monetary damages and fines or the suspension of our hotel development activities or hotel operations, which could materially adversely affect our financial condition and results of operations. Some of our hotels are not in full compliance with all of the applicable requirements. Such failure to comply with applicable construction permit, environmental, health and safety laws and regulations related to our business and hotel operation may subject us to potentially significant monetary damages and fines or the suspension of operations and development activities of our company or related hotels. We cannot guarantee that we will not be subject to any challenges or other actions with respect to such noncompliance.

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Owners of our manachised and franchised hotels are subject to these same permit and safety requirements. Although our franchise agreements require these owners to obtain and maintain all required permits or licenses, we have limited control over these owners. Any failure to obtain and maintain the required permits or licenses by any owner of a manachised or franchised hotel may require us to delay opening of the manachised or franchised hotel or to forgo or terminate our franchise agreement, which could harm our brand, result in lost revenues and subject us to potential indirect liability.

***Our limited insurance coverage may expose us to losses, which may have a material adverse effect on our reputation, business, financial condition and results of operations.***

We carry all mandatory and certain optional commercial insurance, including property, business interruption, money, fidelity guarantee, construction, third-party liability, public liability, product's liability and employer's liability insurance for our leased hotel operations. We also require our lessors and franchisees to purchase customary insurance policies. Although we are able to require our franchisees to obtain the requisite insurance coverage through our franchisees management, we cannot guarantee that our lessors will adhere to such requirements. In particular, there are inherent risks of accidents or injuries in hotels. One or more accidents or injuries at any of our hotels could adversely affect our safety reputation among customers and potential customers, decrease our overall occupancy rates and increase our costs by requiring us to take additional measures to make our safety precautions even more visible and effective. In the future, we may be unable to renew our insurance policies or obtain new insurance policies without increases in cost or decreases in coverage levels. We may also encounter disputes with insurance providers regarding payments of claims that we believe are covered under our policies. Furthermore, if we are held liable for amounts and claims exceeding the limits of our insurance coverage or outside the scope of our insurance coverage, our reputation, business, financial condition and results of operations may be materially and adversely affected.

***If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud.***

We are subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, or the SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, adopted rules requiring every public company to include in its annual report a management report on such company's internal control over financial reporting containing management's assessment of the effectiveness of its internal control over financial reporting. In addition, an independent registered public accounting firm must attest to and report on the effectiveness of such company's internal control over financial reporting except where the company is a non-accelerated filer. We currently are a large accelerated filer.

Our management has concluded that our internal control over financial reporting was effective as of December 31, 2013. See "Item 15. Controls and Procedures." Our independent registered public accounting firm has issued an attestation report as of December 31, 2013. See "Item 15. Controls and Procedures—Attestation Report of the Registered Public Accounting Firm." However, if we fail to maintain effective internal control over financial reporting in the future, our management and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our ADSs. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs, management time and other resources in an effort to continue to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

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*We may not be able to develop hotel properties on a timely or cost-efficient basis, which may adversely affect our growth strategy and business.*

We develop all of our leased hotels directly. Our involvement in the development of properties presents a number of risks, including construction delays or cost overruns, which may result in increased project costs or forgone revenue. We may be unable to recover development costs we incur for projects that do not reach completion. Properties that we develop could become less attractive due to market saturation or oversupply, and as a result we may not be able to recover development costs at the expected rate, or at all. Furthermore, we may not have available cash to complete projects that we have commenced, or we may be unable to obtain financing for the development of future properties on favorable terms, if at all. If we are unable to successfully manage our hotel development to minimize these risks, our growth strategy and business prospects may be adversely affected.

*We, our directors, management and employees may be subject to certain risks related to legal proceedings filed by or against us, and adverse results may harm our business.*

We cannot predict with certainty the cost of defense, the cost of prosecution or the ultimate outcome of litigation and other proceedings filed by or against us, our directors, management or employees, including remedies or damage awards, and adverse results in such litigation and other proceedings may harm our business or reputation. Such litigation and other proceedings may include, but are not limited to, actions relating to intellectual property, commercial arrangements, employment, non-competition and labor law, fiduciary duties, personal injury, death, property damage or other harm resulting from acts or omissions by individuals or entities outside of our control, including franchisees and third-party property owners. In the case of intellectual property litigation and proceedings, adverse outcomes could include the cancellation, invalidation or other loss of material intellectual property rights used in our business and injunctions prohibiting our use of business processes or technology that is subject to third-party patents or other third-party intellectual property rights.

We generally are not liable for the willful actions of our franchisees and property owners; however, there is no assurance that we would be insulated from liability in all cases.

#### **Risks Related to Doing Business in China**

*Adverse changes in economic and political policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could adversely affect our business.*

We conduct substantially all of our business operations in China. As the lodging industry is highly sensitive to business and personal discretionary spending levels, it tends to decline during general economic downturns. Accordingly, our results of operations, financial condition and prospects are subject to a significant degree to economic developments in China. China's economy differs from the economies of most developed countries in many respects, including with respect to the amount and degree of government involvement and influence on the level of development, growth rate, control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth in the past 30 years, growth has been uneven across different regions and among various economic sectors of China. The PRC government has implemented various measures to encourage economic development and guide the allocation of resources. While some of these measures benefit the overall PRC economy, they may also have a negative effect on us. For example, our results of operations and financial condition may be adversely affected by government control over capital investments or changes in environmental, health, labor or tax regulations that are applicable to us.

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As the PRC economy is increasingly intricately linked to the global economy, it is affected in various respects by downturns and recessions of major economies around the world, such as the global financial crisis and sovereign debt crisis in Europe. Stimulus measures designed to help China weather the global financial crisis may contribute to higher inflation, which could adversely affect our results of operations and financial condition. For example, certain operating costs and expenses, such as employee compensation and hotel operating expenses, may increase as a result of higher inflation. Measures to control the pace of economic growth may cause a decrease in the level of economic activity in China, which in turn could adversely affect our results of operations and financial condition. The PRC economy has been transitioning from a planned economy to a more market-oriented economy. Although the PRC government has implemented measures since the late 1970s emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the PRC government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies.

The PRC government also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. Certain measures adopted by the PRC government, such as changes of the People's Bank of China's statutory deposit reserve ratio and lending guideline imposed on commercial banks, may restrict loans to certain industries. These actions, as well as future actions and policies of the PRC government, could materially affect our liquidity and access to capital and our ability to operate our business.

### ***Inflation in China may disrupt our business and have an adverse effect on our financial condition and results of operations.***

The Chinese economy has experienced rapid expansion together with rising rates of inflation and increasing salary. The salary increase could potentially increase discretionary spending on travel, but general inflation may also erode disposable incomes and consumer spending. Furthermore, certain components of our operating costs, including personnel, food, laundry, consumables and property development and renovation costs, may increase as a result of an increase in the cost of materials and labor resulting from general inflation. However, we cannot guarantee that we can pass increased costs to customers through room rate increases. This could adversely impact our business, financial condition and results of operations.

### ***Uncertainties with respect to the Chinese legal system could limit the legal protections available to us and our investors and have a material adverse effect on our business and results of operations.***

The PRC legal system is a civil law system based on written statutes. Unlike in common law systems, prior court decisions may be cited for reference but have limited precedential value. Since the PRC legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involves uncertainties, which may limit legal protections available to us. For example, we may have to resort to administrative and court proceedings to enforce the legal protection that we enjoy either by law or contract. However, since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult than in more developed legal systems to evaluate the outcome of administrative and court proceedings and the level of legal protection we enjoy. These uncertainties may impede our ability to enforce the contracts we have entered into. In addition, such uncertainties, including the inability to enforce our contracts, could materially and adversely affect our business and operations. Accordingly, we cannot predict the effect of future developments in the PRC legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. These uncertainties could limit the legal protections available to us and other foreign investors, including you. In addition, any litigation in China may be protracted and result in substantial costs and diversion of our resources and management attention.

### ***Rapid urbanization and changes in zoning and urban planning in China may cause our leased hotels to be demolished, removed or otherwise affected and our franchise agreements to terminate.***

China is undergoing a rapid urbanization process, and zoning requirements and other governmental mandates with respect to urban planning of a particular area may change from time to time. When there is a change in zoning requirements or other governmental mandates with respect to the areas where our hotels are located, the affected hotels may need to be demolished or removed. We have experienced such demolition and relocation in the past and we may encounter additional demolition and relocation cases in the future. For example, in 2013 we were obligated to demolish three leased hotels due to local government zoning requirements. As a result, we wrote off property and equipment of RMB7.3 million associated with these hotels and recognized a gain of RMB10.7 million, which is net of RMB15.0 million cash received and RMB3.0 million has been recorded as a receivable in other current assets as of December 31, 2013. In addition, as of December 31, 2013, we were notified by local government authorities that we may have to demolish two additional leased hotels due to local zoning requirements. Our franchise agreements typically provide that if the manachised or franchised hotels are demolished, the franchise agreements will terminate. In 2013, we were obligated to demolish one manachised hotel due to local government zoning requirements. We cannot assure you that similar demolitions, termination of franchise agreements or interruptions of our hotel operations due to zoning or other local regulations will not occur in the future. Any such further demolition and relocation could cause us to lose primary locations for our hotels and we may not be able to achieve comparable operation results following the relocations. While we may be reimbursed for such demolition and relocation, we cannot assure you that the reimbursement, as determined by the relevant government authorities, will be sufficient to cover our direct and indirect losses. Accordingly, our business, results of operations and financial condition could be adversely affected.

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***Governmental control of currency conversion may limit our ability to pay dividends in foreign currencies to our shareholders and therefore adversely affect the value of your investment.***

The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of China. See “Item 4. Information on the Company — B. Business Overview — Regulation — Regulations on Foreign Currency Exchange” for discussions of the principal regulations and rules governing foreign currency exchange in China. We receive substantially all of our revenues in RMB. For most capital account items, approval from appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of bank loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our ADSs, which would adversely affect the value of your investment.

***Fluctuation in the value of the Renminbi may have a material adverse effect on your investment.***

The value of the Renminbi against the U.S. dollar, Euro and other currencies is affected by, among other things, changes in China’s political and economic conditions and China’s foreign exchange policies.

Our revenues and costs are mostly denominated in the Renminbi, and a significant portion of our financial assets are also denominated in the Renminbi. We rely substantially on dividends paid to us by our operating subsidiaries in China. Any significant depreciation of the Renminbi against the U.S. dollar may have a material adverse effect on our revenues, and the value of, and any dividends payable on, our ADSs and ordinary shares. If we decide to convert our Renminbi into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or for other business purposes, depreciation of the Renminbi against the U.S. dollar would reduce the U.S. dollar amount available to us. On the other hand, to the extent that we need to convert U.S. dollars into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we receive from the conversion. See “Item 11. Quantitative and Qualitative Disclosures about Market Risk — Foreign Exchange Risk” for discussions of our exposure to foreign currency risks. In summary, fluctuation in the value of the Renminbi in either direction could have a material adverse effect on the value of our company and the value of your investment.

***Our failure to obtain the prior approval of the China Securities Regulatory Commission, or the CSRC, for our initial public offering and the listing and trading of our ADSs of the NASDAQ Global Select Market could have a material adverse effect on our business, operating results, reputation and trading price of our ADSs; recent regulations also establish more complex procedures for acquisitions conducted by foreign investors which could make it more difficult to pursue growth through acquisitions.***

On August 8, 2006, six PRC regulatory agencies jointly adopted the *Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors*, or the New M&A Rule, which became effective on September 8, 2006 and amended on June 22, 2009. See “Item 4. Information on the Company — B. Business Overview — Regulation — Regulations on Overseas Listing.” While the application of the New M&A Rule remains unclear, we believe, based on the advice of our PRC counsel, that CSRC approval is not required in the context of our initial public offering because we established our PRC subsidiaries by means of direct investment other than by merger or acquisition of domestic companies, and we started to operate our business in the PRC through foreign invested enterprises before September 8, 2006, the effective date of the New M&A Rule. However, we cannot assure you that the relevant PRC government agency, including the CSRC, would reach the same conclusion as our PRC counsel. If the CSRC or other PRC regulatory body subsequently determines that CSRC’s approval was required for our initial public offering, we may face sanctions by the CSRC or other PRC regulatory agencies, which could have a material adverse effect on our business, financial condition, results of operations, reputation and prospects, as well as the trading price of our ADSs.

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Certain recently enacted PRC laws and regulations, such as the New M&A Rule and the *Rules of Ministry of Commerce on Implementation of Security Review System of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors*, or the MOC Security Review Rule, which was promulgated by the MOC in August 2011 and became effective on September 1, 2011, also established additional procedures and requirements that could make mergers and acquisitions by foreign investors more time-consuming and complex.

The New M&A Rule requires, among other things, that the MOC be notified prior to any change-of-control transaction in which a foreign investor acquires control of a PRC domestic enterprise or a foreign company with substantial PRC operations, if certain thresholds under the *Provisions on Thresholds for Prior Notification of Concentrations of Undertakings*, issued by the State Council on August 3, 2008, were triggered. The MOC Security Review Rule requires, among other things, that any acquisition by foreign investors of PRC companies engaging in military related or certain other industries that are crucial to national security be subject to security review before consummation of such acquisition.

In the future, we may grow our business in part by acquiring complementary businesses. Complying with the requirements of these regulations to complete such transactions could be time-consuming, and any required approval processes, including obtaining approval from the MOC, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

***Recent PRC regulations relating to the establishment of offshore special purpose companies by PRC residents may subject our PRC resident shareholders to personal liability and limit our ability to inject capital into our PRC subsidiaries, limit our PRC subsidiaries' ability to distribute profits to us, or otherwise adversely affect us.***

In October 2005, the State Administration of Foreign Exchange, or the SAFE, promulgated the *Notice on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Corporate Financing and Roundtrip Investment Through Offshore Special Purpose Vehicles*, or Circular 75. SAFE later issued a series of implementation guidance, including the most recent *Notice of the State Administration of Foreign Exchange on Further Improving and Adjusting Foreign Exchange Administration Policies for Direct Investment*, or Circular 59, which came into effect on December 17, 2012. These regulations require PRC residents who use assets or equity interests in their PRC entities as capital contributions to establish offshore companies or inject assets or equity interests in their PRC entities into offshore companies to register with local SAFE branches. See "Item 4. Information on the Company — B. Business Overview — Regulation — Regulations on Offshore Financing" for discussions of the registration requirements and the relevant penalties.

We attempt to comply, and attempt to ensure that our shareholders and beneficial owners of our shares who are subject to these rules comply, with the relevant requirements. We cannot provide any assurance that our shareholders and beneficial owners of our shares who are PRC residents have complied or will comply with the requirements imposed by Circular 75 or other related rules either. Any failure by any of our shareholders and beneficial owners of our shares who are PRC domestic residents to comply with relevant requirements under this regulation could subject such shareholders, beneficial owners and us to fines or sanctions imposed by the PRC government, including limitations on our relevant subsidiary's ability to pay dividends or make distributions to us and our ability to increase our investment in China, or other penalties that may adversely affect our business operations.

***We rely principally on dividends and other distributions on equity paid by our subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our subsidiaries to make payments to us could have a material adverse effect on our ability to conduct our business.***

We are a holding company, and we rely principally on dividends from our subsidiaries in China for our cash requirements, including any debt we may incur. Current PRC regulations permit our subsidiaries to pay dividends to us only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, each of our subsidiaries in China are required to set aside a certain amount of its after-tax profits each year, if any, to fund certain statutory reserves. These reserves are not distributable as cash dividends. As of December 31, 2013, a total of RMB65.0 million was not distributable in the form of dividends to us due to these PRC regulations. Furthermore, if our subsidiaries in China incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments to us. The inability of our subsidiaries to distribute dividends or other payments to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses, pay dividends, or otherwise fund and conduct our business.



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***We may be subject to fines and legal sanctions imposed by SAFE or other Chinese government authorities and our ability to further grant shares or share options to, and to adopt additional share incentive plans for, our directors and employees may be restricted if we or the participants of our share incentive plans fail to comply with PRC regulations relating to employee shares or share options granted by offshore special purpose companies or offshore listed companies to PRC participants.***

In February 2012, the SAFE issued the *Notice on Relevant Issues Concerning Foreign Exchange Control on Domestic Individuals Participating in the Stock Incentive Plan of An Overseas Listed Company*, or Circular 7, which requires PRC individual participants of stock incentive plans to register with the SAFE and to comply with a series of other requirements. See “Item 4. Information on the Company — B. Business Overview — Regulation — Regulations on Foreign Currency Exchange.” We are an offshore listed company and as a result we and the participants of our share incentive plans who are PRC citizens or foreigners having lived within the territory of the PRC successively for at least one year, or, collectively, the PRC participants, are subject to Circular 7. While we completed the foreign exchange registration procedures and complied with other requirements according to Circular 7 in June 2012, we cannot provide any assurance that we or the PRC individual participants of our share incentive plans have complied or will comply with the requirements imposed by Circular 7. If we or the PRC participants of our share incentive plans fail to comply with Circular 7, we or the PRC participants of our share incentive plans may be subject to fines or other legal sanctions imposed by SAFE or other PRC government authorities and our ability to further grant shares or share options under our share incentive plans to, and to adopt additional share incentive plans for, our directors and employees may be restricted. Such events could adversely affect our business operations.

***It is unclear whether we will be considered as a PRC “resident enterprise” under the EIT law, and depending on the determination of our PRC “resident enterprise” status, dividends paid to us by our PRC subsidiaries may be subject to PRC withholding tax, we may be subject to 25% PRC income tax on our worldwide income, and holders of our ADSs or ordinary shares may be subject to PRC withholding tax on dividends paid by us and gains realized on their transfer of our ADSs or ordinary shares.***

In 2007, the PRC National People’s Congress passed the *Enterprise Income Tax Law*, and the PRC State Council subsequently issued the *Implementation Regulations of the Enterprise Income Tax Law*. The Enterprise Income Tax Law and its Implementation Regulations, or the EIT Law, provides that enterprises established outside of China whose “*de facto* management bodies” are located in China are considered “resident enterprises.” Currently, there are no detailed rules or precedents governing the procedures and specific criteria for determining “*de facto* management body” and it is still unclear if the PRC tax authorities would determine that we should be classified as a PRC “resident enterprise.”

Under the EIT Law, dividends paid to us by our subsidiaries in China may be subject to a 10% withholding tax if we are considered a “non-resident enterprise.” If we are treated as a PRC “resident enterprise,” we will be subject to PRC income tax on our worldwide income at the 25% uniform tax rate, which could have an impact on our effective tax rate and an adverse effect on our net income and results of operations, although dividends distributed from our PRC subsidiaries to us could be exempt from the PRC dividend withholding tax, since such income is exempted under the EIT Law to a PRC resident recipient. If we are required under the EIT Law to pay income tax on any dividends we receive from our subsidiaries, our income tax expenses will increase and the amount of dividends, if any, we may pay to our shareholders and ADS holders may be materially and adversely affected. In addition, dividends we pay with respect to our ADSs or ordinary shares and the gains realized from the transfer of our ADSs or ordinary shares may be considered as income derived from sources within the PRC and be subject to PRC withholding tax. See “Item 10. Additional Information — E. Taxation — PRC Taxation.”

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***We face uncertainty from PRC value-added tax reform, which could result in unfavorable tax consequences to us.***

On October 26, 2011 the State Council of China approved a new tax rule to launch the value-added tax reform pilot program in Shanghai on January 1, 2012. On November 16, 2011, the Ministry of Finance of China and the State Administration of Taxation of China jointly issued the *Circular on the Pilot Program for the Collection of Value Added-Tax Instead of Business Tax*, or Circular 110, and the *Circular on the Pilot Program for the Collection of Value Added-Tax Instead of Business Tax in Transportation and Certain Modern Service Sectors in Shanghai*, or Circular 111, to provide specific implementation rules for the pilot program, which became effective on January 1, 2012. As part of a tax replacement policy, Circular 110 and Circular 111 allow companies in the traffic and transport sector and certain modern service sectors in Shanghai to switch from being a business tax payer to being a value-added tax payer. Starting from January 1, 2012, a 17% value-added tax rate will apply to the movable property leasing sector, an 11% rate to the traffic and transport sector and a 6% rate to sectors related to research and development, technological services, culture, logistics and consultation. Value-added tax payers can deduct expenses incurred in providing the relevant services from the taxable income. On August 1, 2012, the pilot program started to extend to another eight provinces and cities, including Jiangsu Province. HanTing Technology (Suzhou) Co., Ltd., one of our major subsidiaries located in Jiangsu Province, has been subject to this new value-added tax reform pilot program since October 2012. Commencing August 1, 2013, the pilot program expanded to all regions in the PRC. Our other subsidiaries may also be subject to the pilot program as a result. As the pilot program is still in a trial phase, its impact on our future operation is uncertain.

***The audit report included in this annual report was prepared by auditors who are not inspected by the Public Company Accounting Oversight Board and, as such, you are deprived of the benefits of such inspection.***

Our independent registered public accounting firm that issues the audit reports included in our annual reports filed with the SEC, as auditors of companies that are traded publicly in the United States and a firm registered with the United States Public Company Accounting Oversight Board, or the PCAOB, is required by the laws of the United States to undergo regular inspections by the PCAOB to assess its compliance with the laws and professional standards of the United States. Because our auditors are located in the PRC, a jurisdiction where the PCAOB is currently unable to conduct inspections without the approval of the Chinese authorities, our auditors are not currently inspected by the PCAOB.

Inspections of other firms that the PCAOB has conducted outside China have identified deficiencies in those firms' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. The lack of PCAOB inspections in China prevents the PCAOB from regularly evaluating our auditor's audits and its quality control procedures. As a result, investors may be deprived of the benefits of PCAOB inspections.

The inability of the PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures and quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections. As a result, investors may lose confidence in our reported financial information and procedures and the quality of our financial statements.

***Proceedings instituted by the SEC against five PRC-based accounting firms, including our independent registered public accounting firm, could result in financial statements being determined to not be in compliance with the requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act.***

In December 2012, the SEC commenced administrative proceedings under Rule 102(e)(1)(iii) of its Rules of Practice and also under the Sarbanes-Oxley Act of 2002 against Chinese affiliates of Ernst & Young LLP, KPMG LLP PricewaterhouseCoopers LLP, and Deloitte LLP (the "Big Four Accounting Firms"), including our independent registered public accounting firm, and also against BDO China Dahua CPA Co., Ltd. (the former BDO affiliate in China). The Rule 102(e)(1)(iii) proceedings initiated by the SEC relate to these accounting firms' failure to produce documents, including audit work papers, in response to the request of the SEC pursuant to Section 106 of the Sarbanes-Oxley Act of 2002, as these accounting firms stated that they are not in a position to lawfully produce documents directly to the SEC pursuant to PRC laws and specific directives issued by the CSRC. We were not and are not subject to any SEC investigations, nor are we involved in the proceedings brought by the SEC against these accounting firms.

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In January 2014, an administrative law judge issued an initial decision sanctioning the Chinese affiliates of the Big Four Accounting Firms from practicing before the SEC for six months. The accounting firms involved have filed a petition for review appealing the initial decision to the SEC and the sanctions will not take effect until the SEC issues an order of finality. The accounting firms may seek judicial review through a further appeal to a U.S. court of appeals, and the effect of the order of finality could be further suspended pending the outcome of that appeal.

While we cannot predict the outcome of the SEC's proceedings, if the accounting firms, including our independent registered public accounting firm, were denied, temporarily or permanently, the ability to practice before the SEC, and we are unable to timely find another registered public accounting firm which can audit and issue a report on our financial statements, we will not be able to meet the reporting requirements under the Securities Exchange Act of 1934, as amended, or the Exchange Act, which may ultimately result in our deregistration by the SEC and delisting from the NASDAQ, or our market capitalization could decline sharply and the value of your investment in our ADSs could be materially and adversely affected. Moreover, any negative publicity about the SEC's proceedings against these accounting firms may erode investor confidence in China-based, United States listed companies in general and the trading price of our ADSs may be adversely affected.

### **Risks Relating to Our ADSs and Our Trading Market**

*The market price for our ADSs has been and may continue to be volatile.*

The market price for our ADSs has been volatile and has ranged from a low of US\$14.75 to a high of US\$32.29 on the NASDAQ Global Select Market in 2013. The market price is subject to wide fluctuations in response to various factors, including the following:

- actual or anticipated fluctuations in our quarterly operating results;
- changes in financial estimates by securities research analysts;
- conditions in the travel and lodging industries;
- changes in the economic performance or market valuations of other lodging companies;
- announcements by us or our competitors of new products, acquisitions, strategic partnerships, joint ventures or capital commitments;
- addition or departure of key personnel;
- fluctuations of exchange rates between the RMB and U.S. dollar or other foreign currencies;
- potential litigation or administrative investigations;
- release of lock-up or other transfer restrictions on our outstanding ADSs or ordinary shares or sales of additional ADSs; and
- general economic or political conditions in China.

In addition, the market prices for companies with operations in China in particular have experienced volatility that might have been unrelated to the operating performance of such companies. The securities of some China-based companies that have listed their securities in the United States have experienced significant volatility since their initial public offerings, including, in some cases, substantial declines in the market prices of their securities. The performance of the securities of these China-based companies after their offerings may affect the attitudes of investors toward Chinese companies listed in the United States, which consequently may impact the performance of our ADSs, regardless of our actual operating performance. In addition, any negative news or perceptions about inadequate corporate governance practices or fraudulent accounting, corporate structure or other matters of other China-based companies may also negatively affect the attitudes of investors towards China-based companies in general, including us, regardless of whether we have engaged in any inappropriate activities.

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The global financial crisis and the ensuing economic recessions in many countries have contributed and may continue to contribute to extreme volatility in the global stock markets, such as the large declines in share prices in the United States, China and other jurisdictions at various times since 2008. These broad market and industry fluctuations may adversely affect the price of our ADSs, regardless of our operating performance.

***We may need additional capital, and the sale of additional ADSs or other equity securities could result in additional dilution to our shareholders and the incurrence of additional indebtedness could increase our debt service obligations.***

We believe that our current cash and cash equivalents, anticipated cash flow from operations and the proceeds from our past capital markets fundraising activities, and from undrawn bank credit facilities available to us will be sufficient to meet our anticipated cash needs for at least the next 12 months. We may, however, require additional cash resources due to changed business conditions, strategic acquisitions or other future developments, including expansion through leased hotels and any investments or acquisitions we may decide to pursue. If these resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity and equity-linked securities could result in additional dilution to our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all.

***Future sales or issuances, or perceived future sales or issuances, of substantial amounts of our ordinary shares or ADSs could adversely affect the price of our ADSs.***

If our existing shareholders sell, or are perceived as intending to sell, substantial amounts of our ordinary shares or ADSs, including those issued upon the exercise of our outstanding stock options, the market price of our ADSs could fall. Such sales, or perceived potential sales, by our existing shareholders might make it more difficult for us to issue new equity or equity-related securities in the future at a time and place we deem appropriate. Shares held by our existing shareholders may be sold in the public market in the future subject to the restrictions contained in Rule 144 and Rule 701 under the Securities Act and the applicable lock-up agreements. If any existing shareholder or shareholders sell a substantial amount of ordinary shares after the expiration of the lock-up period, the prevailing market price for our ADSs could be adversely affected.

In addition, certain of our shareholders or their transferees and assignees will have the right to cause us to register the sale of their shares under the Securities Act upon the occurrence of certain circumstances. Registration of these shares under the Securities Act would result in these shares becoming freely tradable without restriction under the Securities Act immediately upon the effectiveness of the registration. Sales of these registered shares in the public market could cause the price of our ADSs to decline.

***As our founder and co-founders collectively hold a controlling interest in us, they have significant influence over our management and their interests may not be aligned with our interests or the interests of our other shareholders.***

As of March 31, 2014, our founder, Mr. Qi Ji, who is also our executive chairman and chief executive officer, and our co-founders, Ms. Tong Tong Zhao and Mr. John Jiong Wu, in total beneficially own approximately 47.2% of our outstanding ordinary shares on an as-converted basis. See “Item 7. Major Shareholders.” The interests of these shareholders may conflict with the interests of our other shareholders. Our founder and co-founders have significant influence over us, including on matters relating to mergers, consolidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. This concentration of ownership may discourage, delay or prevent a change in control of us, which could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of us or of our assets and might reduce the price of our ADSs. These actions may be taken even if they are opposed by our other shareholders, including holders of our ADSs.

***ADS holders may not have the same voting rights as the holders of our ordinary shares and may not receive voting materials in time to be able to exercise their right to vote.***

Except as described in the deposit agreement, holders of our ADSs may not be able to exercise voting rights attaching to the shares evidenced by our ADSs on an individual basis. Holders of our ADSs appoint the depositary or its nominee as their representative to exercise the voting rights attaching to the shares represented by the ADSs. ADS holders may not receive voting materials in time to instruct the depositary to vote, and it is possible that they may not have the opportunity to exercise a right to vote.

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***ADS holders may not be able to participate in rights offerings and may experience dilution of his, her or its holdings as a result.***

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. Under the deposit agreement for the ADSs, the depositary will not offer those rights to ADS holders unless both the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act, or exempt from registration under the Securities Act with respect to all holders of ADSs. We are under no obligation to file a registration statement with respect to any such rights or underlying securities or to endeavor to cause such a registration statement to be declared effective. In addition, we may not be able to take advantage of any exemptions from registration under the Securities Act. Accordingly, holders of our ADSs may be unable to participate in our rights offerings and may experience dilution in their holdings as a result.

***ADS holders may be subject to limitations on transfer of their ADSs.***

Our ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary deem it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***As a foreign private issuer, we are permitted to, and we will, rely on exemptions from certain NASDAQ corporate governance standards applicable to U.S. issuers, including the requirement regarding the implementation of a nominations committee. This may afford less protection to holders of our ordinary shares and ADSs.***

The NASDAQ Marketplace Rules in general require listed companies to have, among other things, a nominations committee consisting solely of independent directors. As a foreign private issuer, we are permitted to, and we will, follow home country corporate governance practices instead of certain requirements of the NASDAQ Marketplace Rules, including, among others, the implementation of a nominations committee. The corporate governance practice in our home country, the Cayman Islands, does not require the implementation of a nominations committee. We currently intend to rely upon the relevant home country exemption in lieu of the nominations committee. As a result, the level of independent oversight over management of our company may afford less protection to holders of our ordinary shares and ADSs.

***Our articles of association contain anti-takeover provisions that could have a material adverse effect on the rights of holders of our ordinary shares and ADSs.***

Our amended and restated articles of association contain provisions limiting the ability of others to acquire control of our company or cause us to enter into change-of-control transactions. These provisions could have the effect of depriving our shareholders of opportunities to sell their shares at a premium over prevailing market prices by discouraging third parties from seeking to obtain control of our company in a tender offer or similar transaction.

For example, our board of directors has the authority, without further action by our shareholders, to issue preferred shares in one or more series and to fix their designations, powers, preferences, privileges, and relative participating, optional or special rights and the qualifications, limitations or restrictions, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with our ordinary shares, in the form of ADSs or otherwise. Preferred shares could be issued quickly with terms calculated to delay or prevent a change in control of our company or make removal of management more difficult. If our board of directors decides to issue preferred shares, the price of our ADSs may decline and the voting and other rights of the holders of our ordinary shares and ADSs may be materially and adversely affected.

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***You may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law, conduct substantially all of our operations in China and the majority of our officers reside outside the United States.***

We are incorporated in the Cayman Islands, and conduct substantially all of our operations in China through our subsidiaries in China. Most of our officers reside outside the United States and some or all of the assets of those persons are located outside of the United States. As a result, it may be difficult or impossible for you to bring an action against us or against these individuals in the Cayman Islands or in China in the event that you believe that your rights have been infringed under the securities laws or otherwise. Even if you are successful in bringing an action of this kind outside the Cayman Islands or China, the laws of the Cayman Islands and of China may render you unable to effect service of process upon, or to enforce a judgment against our assets or the assets of our directors and officers. There is no statutory recognition in the Cayman Islands of judgments obtained in the United States, although the courts of the Cayman Islands will generally recognize and enforce a non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits. A judgment of a court of another jurisdiction may be reciprocally recognized or enforced if the jurisdiction has a treaty with China or if judgments of the PRC courts have been recognized before in that jurisdiction, subject to the satisfaction of other requirements. However, China does not have treaties providing for the reciprocal enforcement of judgments of courts with Japan, the United Kingdom, the United States and most other Western countries.

Our corporate affairs are governed by our memorandum and articles of association and by the Companies Law (2013 Revision) and the common law of the Cayman Islands. The rights of shareholders to take legal action against our directors and us, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedents in the United States. In particular, the Cayman Islands has a less developed body of securities laws as compared to the United States, and provides significantly less protection to investors. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action before the federal courts of the United States.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests through actions against our management, directors or major shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States.

## **ITEM 4. INFORMATION ON THE COMPANY**

### **4.A. History and Development of the Company**

Powerhill was incorporated in accordance with the laws of the British Virgin Islands in December 2003, and commenced operation with mid-scale limited service hotels and commercial property development and management in 2005. Limited service hotels do not contain restaurants and all amenities are provided by the staff at the front desk or housekeeping. Powerhill conducted its operations through three wholly owned subsidiaries in the PRC, namely Shanghai HanTing Hotel Management Group, Ltd., or Shanghai HanTing, HanTing Xingkong (Shanghai) Hotel Management Co., Ltd., or HanTing Xingkong, and Lishan Property (Suzhou) Co., Ltd., or Suzhou Property. In August 2006, Suzhou Property transferred its equity interests in three leased hotels to Shanghai HanTing in exchange for Shanghai HanTing's equity interest in Shanghai Shuyu Co., Ltd., which was primarily engaged in the business of sub-leasing and managing real estate properties in technology parks.

China Lodging Group, Limited, or China Lodging, was incorporated in the Cayman Islands in January 2007. In February 2007, Powerhill transferred all of its ownership interests in HanTing Xingkong and Shanghai HanTing to China Lodging in exchange for preferred shares of China Lodging. After such exchange, each of HanTing Xingkong and Shanghai HanTing became a wholly owned subsidiary of China Lodging. In addition, in February 2007, Powerhill and its subsidiary, Suzhou Property, were spun off in the form of a dividend distribution to the shareholders.

In 2007, China Lodging began our current business of operating and managing a multi-brand hotel group. In 2007, we first launched our economy hotel product, *HanTing Express Hotel*, which was subsequently rebranded as *HanTing Hotel*, targeting knowledge workers and value- and quality-conscious travelers. In the same year, we introduced our mid-scale limited service hotel product, *HanTing Hotel*, which was subsequently rebranded first as *HanTing Seasons Hotel* and then as *Ji Hotel*. In 2008, we launched our budget hotel product, *HanTing Hi Inn*, which was subsequently rebranded as *Hi Inn*. In April 2007, China Lodging acquired Yiju (Shanghai) Hotel Management Co., Ltd. from Crystal Water Investment Holdings Limited, a British Virgin Islands company wholly owned by Mr. John Jiong Wu, a co-founder of our company. In January 2008, China Lodging incorporated HanTing (Tianjin) Investment Consulting Co., Ltd. in China and in October 2008, established China Lodging Holdings (HK) Limited, or China Lodging HK, in Hong Kong, under which HanTing Technology (Suzhou) Co., Ltd. was subsequently established in China in December 2008.

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In March 2010, we completed our initial public offering. We issued and sold 10,350,000 ADSs, representing 41,400,000 of our ordinary shares at a public offering price of US\$12.25 per ADS. Our ADSs have been listed on the NASDAQ Global Select Market since March 26, 2010. Our ordinary shares are not listed or publicly traded on any trading markets.

In May 2012, we acquired a 51% equity interest in Starway HK, a mid-scale hotel chain and increased our hotel brands to four brands. In December 2013, we acquired the remaining 49% equity interest of Starway HK from C-Travel. In addition, we launched Manxin Hotels & Resorts in October 2013 and Joya Hotel, a new hotel brand targeting the upscale market, in December 2013. In November 2012, we changed the Chinese trade name of our Company from “HanTing Hotel Group” to “HuaZhu Hotel Group”.

Our principal executive offices are located at No. 2266 Hongqiao Road, Changning District, Shanghai 200336, People’s Republic of China. Our telephone number at this address is +86 (21) 6195-2011. Our registered office in the Cayman Islands is located at the offices of Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Our agent for service of process in the United States is CT Corporation System, located at 111 Eighth Avenue, 13th Floor, New York, New York 10011.

Investors should contact us for any inquiries through the address and telephone number of our principal executive offices. Our website is <http://www.huazhu.com>. The information contained on our website is not a part of this annual report.

### **4.B. Business Overview**

We are a leading and fast-growing multi-brand hotel group in China with leased, manachised and franchised models. Under the lease model, we directly operate hotels typically located on leased properties. Under the manachise model, we manage manachised hotels through the on-site hotel managers we appoint and collect fees from franchisees. Under the franchise model, we provide training, reservation and support services to the franchised hotels and collect fees from franchisees but do not appoint on-site hotel managers. We apply a consistent standard and platform across all of our hotels. As of December 31, 2013, we had 565 leased hotels, 835 manachised hotels and 25 franchised hotels in operation and 63 leased hotels and 350 manachised hotels under development.

As of the date of this annual report, we offer six hotel brands that are designed to target distinct segments of customers:

- *Joya Hotel*, our upscale brand concept targeting affluent travelers and corporate events. Joya hotels are typically located in central business districts;
- *Manxin Hotels & Resorts*, our mid-to-upscale brand concept targeting leisure travelers, families and small-scale corporate events. Manxin Hotels & Resorts targets popular vacation destinations;
- *Ji Hotel*, our standardized mid-scale limited service hotel product which targets mature and experienced travelers who seek a quality experience in hotel stays, previously marketed first under the name of HanTing Hotel and then HanTing Seasons Hotel;
- *Starway Hotel*, our mid-scale limited service hotel product with variety in design and consistency in quality which targets middle class travelers who seek a spacious room, reasonable price and guaranteed quality;
- *HanTing Hotel*, our economy product which targets knowledge workers and value- and quality-conscious travelers, originally marketed under the name of HanTing Express Hotel; and
- *Hi Inn*, our budget hotel product which targets practical and price-conscious travelers, originally marketed under the name of HanTing Hi Inn.

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As a result of our customer-oriented approach, we believe that we have developed strong brand recognition and a loyal customer base. In 2013, more than 80% of our room nights were sold to individual and corporate members of HuaZhu Club, our loyalty program.

Our operations commenced with mid-scale limited service hotels and commercial property development and management in 2005. We began our current business of operating and managing a multi-brand hotel group in 2007. Our total revenues grew from RMB2,385.6 million in 2011 to RMB4,420.8 million in 2013. We had net income attributable to our company of RMB114.8 million, RMB174.9 million and RMB279.9 million in 2011, 2012 and 2013, respectively. We had net cash provided by operating activities of RMB458.7 million, RMB715.7 million and RMB1,070.2 million in 2011, 2012 and 2013, respectively.

We have received many awards for our business performance, including the “China’s Outstanding Mid-Scale Hotel brand of 2013” award for our JI Hotel from *Hotel Modernization* magazine in 2013, the “Chinese Hotel Industry’s Influential Brand” award from China Brand Leaders Alliance, the “Hotel Chain Brand with the Most Value of Investment and Development in 2013” and the “Hotel Chain Brand with the Highest Consumer Satisfaction in 2013” awards from *the Global Times*, the “Top One Enterprise in the Sixth High Growth Enterprises Selection” organized by *the Entrepreneur* Magazine in 2013, the “Brand with the Most Space to Grow” award from Shanghai Morning Post in 2012, the “Best Budget Hotel” award from China Tourism Gold List by Traveler magazine in 2011, the “Best Economy Hotel Brand of China” award at the sixth China Hotel Starlight Awards in 2011, the “Most Competitive Franchisor Brand in China in 2011 Award” from the Twelfth China Commercial Real Estate Investment Promotion Conference in 2011.

### Our Hotel Network

As of December 31, 2013, we operated 1,425 hotels in China. We have adopted a disciplined return-driven development model aimed at achieving high growth and profitability. As of December 31, 2013, our hotel network covers 249 cities in 31 provinces and municipalities across China. As of December 31, 2013, we had an additional 413 leased and manachised hotels under development.

The following table sets forth a summary of all of our hotels as of December 31, 2013.

	Leased Hotels	Manachised Hotels	Franchised Hotels	Leased Hotels Under Development(1)	Manachised Hotels Under Development(1)
Shanghai, Beijing, Guangzhou, Shenzhen and Hangzhou	169	225	7	18	86
Other cities	396	610	18	45	264
Total	<u>565</u>	<u>835</u>	<u>25</u>	<u>63</u>	<u>350</u>

(1) Include hotels for which we have entered into binding leases or franchise agreements but that have not yet commenced operations. The inactive projects are excluded from this list according to management judgment.

The following table sets forth the status of our hotels under development as of December 31, 2013.

	Pre-conversion Period(1)	Conversion Period(2)	Total
Leased hotels	28	35	63
Manachised hotels	84	266	350
Total	<u>112</u>	<u>301</u>	<u>413</u>

(1) Includes hotels for which we have entered into binding leases or franchise agreements but of which the property has not been delivered by the respective lessors or property owners, as the case may be. The inactive projects are excluded from this list according to management judgment.

(2) Includes hotels for which we have commenced conversion activities but that have not yet commenced operations. The inactive projects are excluded from this list according to management judgment.



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***Leased hotels***

As of December 31, 2013, we had 565 leased hotels, accounting for approximately 39.6% of our hotels in operation. We manage and operate each aspect of these hotels and bear all of the accompanying expenses. We are responsible for recruiting, training and supervising the hotel managers and employees, paying for leases and costs associated with construction and renovation of these hotels, and purchasing all supplies and other required equipment.

Our leased hotels are located on leased properties. The terms of our leases typically range from ten to 20 years. We generally enjoy an initial two- to six-month rent-free period. Rent is generally paid on a quarterly or biannual basis and is fixed for the first three to five years of the lease term. We are thereafter typically subject to a 3% to 5% increase every three to five years. Our leases usually allow for extensions by mutual agreement. In addition, our lessors are typically required to notify us in advance if they intend to sell or dispose of their properties, in which case we have a right of first refusal to purchase the properties on equivalent terms and conditions. Three of our leases expired in 2013 and two were renewed prior to their expiration and one hotel closed. As of December 31, 2013, four of our leases were expected to expire in 2014. One of these four leases has been renewed and the other three are subject to negotiation as of April 17, 2014.

The following table sets forth the number of our leases for hotels in operation and under development due to expire in the periods indicated as of December 31, 2013.

	<b>Number of Leases</b>
2014	4
2015	14
2016	11
2017	24
2018	21
2019-2021	122
2022-2024	188
2025 and onward	244
Total	<u>628</u>

***Manachised hotels***

As of December 31, 2013, we had 835 manachised hotels, accounting for approximately 58.6% of our hotels in operation. The franchisees of our manachised hotels either lease or own their hotel properties and are required to invest in the renovation of their properties according to our product standards. We manage our manachised hotels and impose the same standards on all manachised hotels to ensure product quality and consistency across our hotel network. We appoint and train hotel managers who are responsible for hiring hotel staff and managing daily operation. We also provide our franchisees with services such as central reservation, sales and marketing support, quality assurance inspections and other operational support and information. Our franchisees are responsible for the costs of developing and operating the hotels, including renovating the hotels to our standards, and all of the operating expenses. We believe the manachise model has enabled us to quickly and effectively expand our geographical coverage and market share in a less capital-intensive manner through leveraging the local knowledge and relationships of our franchisees.

We collect fees from the franchisees of our manachised hotels and do not bear any loss or share any profit incurred or realized by our franchisees. They are also responsible for all costs and expenses related to hotel construction and refurbishing. Our franchise and management agreements for our manachised hotels typically run for an initial term of eight to ten years. Our franchisees are generally required to pay us a one-time franchise fee typically ranging between RMB100,000 and RMB300,000. In general, we charge a monthly franchise fee of approximately 5% of the gross revenues generated by each manachised hotel. We also collect from franchisees a reservation fee for using our central reservation system and a membership registration fee to service customers who join our HuaZhu Club loyalty program at the manachised hotels. Furthermore, we employ, appoint and train hotel managers for our manachised hotels and charge the franchisees a monthly fee for services we provide.

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**Franchised hotels**

As of December 31, 2013, we had 25 franchised hotels, accounting for approximately 1.8% of our hotels in operation. We collect fees from the franchisees of our franchised hotels and do not bear any loss or share any profit incurred or realized by our franchisees. Services we provide to our franchised hotels generally include training, central reservation, sales and marketing support, quality assurance inspections and other operational support and information. We do not appoint hotel managers for our franchised hotels. As of the date of this annual report, the franchise model is only applicable to our Starway Hotels.

Our hotel chain has grown rapidly since we began migrating to our current business of operating and managing a multi-brand hotel group in 2007. The following table sets forth the number of hotels we operated as of the dates indicated.

	As of December 31,								
	2005	2006	2007	2008	2009	2010	2011	2012	2013
Leased hotels	5	24	62	145	173	243	344	465	565
Manachised hotels	—	2	5	22	63	195	295	516	835
Franchised hotels	—	—	—	—	—	—	—	54	25
Total	<u>5</u>	<u>26</u>	<u>67</u>	<u>167</u>	<u>236</u>	<u>438</u>	<u>639</u>	<u>1,035</u>	<u>1,425</u>

**Our Products**

We began our current business of operating and managing a multi-brand hotel group in 2007. As of the date of this annual report, we offer six hotel brands that are designed to target distinct segments of customers:

- *Joya Hotel*, our upscale brand concept targeting affluent travelers and corporate events. Joya hotels are typically located in central business districts;
- *Manxin Hotels & Resorts*, our mid-to-upscale brand concept targeting leisure travelers, families and small-scale corporate events. Manxin Hotels & Resorts targets popular vacation destinations;
- *Ji Hotel*, our standardized mid-scale limited service hotel product which targets mature and experienced travelers who seek a quality experience in hotel stays, previously marketed first under the name of HanTing Hotel and then HanTing Seasons Hotel;
- *Starway Hotel*, our mid-scale limited service hotel product with variety in design and consistency in quality which targets middle class travelers who seek a spacious room, reasonable price and guaranteed quality;
- *HanTing Hotel*, our economy product which targets knowledge workers and value- and quality-conscious travelers, originally marketed under the name of HanTing Express Hotel; and
- *Hi Inn*, our budget hotel product which targets practical and price-conscious travelers, originally marketed under the name of HanTing Hi Inn.

We believe that our multi-brand strategy provides us with a competitive advantage by (i) enabling us to open a larger number of hotels in attractive markets, (ii) capturing a greater share of the spending of customers whose lodging needs may change from occasion to occasion or evolve over time, and (iii) providing us a greater benefit of economy of scale through shared platforms.

**Joya Hotel**

In December 2013, we launched *Joya Hotel*. These hotels are typically located in areas close to major business and commercial districts in first and second tier cities, and typically have a rack price between RMB500 and RMB1,000 per room night. The Joya Hotel targets affluent travelers and corporate events. Joya Hotel is designed for guests to enjoy an all-inclusive service, including complimentary breakfast, afternoon tea, healthy snack, mini bar free drinks, gym, automatic massage cabins and other premium services. The rooms are equipped with high-speed fiber access, full wireless coverage and Bluetooth speakers. As of December 31, 2013, we had one *Joya Hotel* in operation and an additional one *Joya Hotel* under development.

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### ***Manxin Hotels & Resorts***

In October 2013, we launched *Manxin Hotels & Resorts*. These hotels are typically located in holiday resort areas, and typically have a rack price between RMB400 and RMB1,500 per room night. The *Manxin Hotels & Resorts* is our mid-to-upscale brand concept targeting leisure travelers, families and small-scale corporate events. *Manxin Hotels & Resorts* targets popular vacation destinations. *Manxin Hotels & Resorts* offers high quality rooms, rich breakfast buffet, afternoon tea and Chinese style housekeeping services. As of December 31, 2013, we had one *Manxin Hotels & Resorts* in operation.

### ***Ji Hotel***

*Ji Hotel*, which was previously marketed first under the name of *HanTing Hotel* and then *HanTing Seasons Hotels*, is typically located in city centers or central business districts. Typically priced between RMB250 and RMB500 per room night, these hotels target travelers who seek a quality experience in hotel stays. *Ji Hotels* offer rooms with a quality comparable to three- to four-star hotels, but are priced at competitive rates. In addition, these hotels offer complimentary wireless Internet access throughout the premises, spacious lobbies with laser printers, computers, free drinks, and a cafe serving breakfast and simple meals. As of December 31, 2013, we had 68 *Ji Hotels* in operation and an additional 52 *Ji Hotels* under development.

### ***Starway Hotel***

Typically priced between RMB250 and RMB600 per room night, *Starway Hotels* vary in their designs and target middle class travelers who seek a spacious room, reasonable price and guaranteed quality. *Starway Hotels* offer rooms with a quality comparable to three- to four-star hotels, but are priced at competitive rates. In addition, these hotels typically offer complimentary Internet access throughout the premises, spacious lobbies and meeting areas with complimentary tea and coffee. As of December 31, 2013, we had 46 *Starway Hotels* in operation and an additional 18 leased and managed *Starway Hotels* under development.

### ***HanTing Hotel***

Launched in 2007 and originally marketed under the name of *HanTing Express Hotel*, *HanTing Hotel* is our economy hotel product with the value proposition of “Quality, Convenience and Value.” These hotels are typically located in areas close to major business and commercial districts, and are priced between RMB150 and RMB300 per room night. The *HanTing Hotel* targets knowledge workers and value- and quality-conscious travelers. These hotels have lobbies with complimentary wireless Internet access and laser printers, and a cafe serving breakfast and simple meals. Rooms are equipped with a comfortable mattress, plush buckwheat and cotton pillows, shower facilities, an outlet for free broadband Internet access, a working desk and chair, and universal and uninterruptable power sockets. As of December 31, 2013, we had 1,226 *HanTing Hotels* in operation and an additional 303 *HanTing Hotels* under development.

### ***Hi Inn***

Launched in late 2008 and originally marketed under the name of *HanTing Hi Inn*, *Hi Inns* are typically priced between RMB100 and RMB200 per room night and target rational and price-conscious travelers. These hotels offer compact rooms with comfortable beds and shower facilities and complimentary wireless Internet access throughout the premises. These hotels provide basic and clean accommodations. As of December 31, 2013, we had 83 *Hi Inns* in operation and an additional 39 *Hi Inns* under development.

### **Hotel Development**

We mainly use the managed and franchise models to expand our network in a less capital-intensive manner. We also lease the properties of the hotels we operate. We typically do not acquire properties ourselves, as owning properties is generally much more capital intensive. We have adopted a systematic process with respect to the planning and execution of new development projects. Our development department analyzes economic data by city, field visit reports and market intelligence information to identify target locations in each city and develop a three-year development plan for new hotels on a regular basis. The plan is subsequently reviewed and approved by our investment committee. Once a property is identified in the targeted location, staff in our development department analyzes the business terms and formulates a proposal for the project. In the case of a lease opportunity, the investment committee evaluates each proposed project based on several factors, including the length of the investment payback period, the rate of return on the investment, the amount of net cash flow projected during the operating period and the impact on our existing hotels in the vicinity. When evaluating potential managed and franchising opportunities, the investment committee considers the attractiveness of the location as well as additional factors such as quality of the prospective franchisee and product consistency with our standards. Our investment committee weighs each investment proposal carefully to ensure that we can effectively expand our coverage while concurrently improving our profitability.

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The following is a description of our hotel development process.

### ***Manachised and franchised hotels***

We open manachised and franchised hotels to expand our geographical coverage or to deepen penetration of existing markets. Manachised and franchised hotels provide us valuable operating information in assessing the attractiveness of new markets, and supplement our coverage in areas where the potential franchisees can have access to attractive locations by leveraging their own assets and local network. As is the case with leased hotels, we generally look to establish manachised and franchised hotels near popular commercial and office districts that tend to generate stronger demand for hotel accommodations. Manachised and franchised hotels must also meet certain specified criteria in connection with the infrastructure of the building, such as adequate water, electricity and sewage systems.

We typically source potential franchisees through word-of-mouth referrals, applications submitted via our website and industry conferences. Some of our franchisees operate several of our manachised and franchised hotels. In general, we seek franchisees who share our values and management philosophies.

We typically supervise the franchisees in designing and renovating their properties pursuant to the same standards required for our leased hotels, and provide assistance as required. We also provide technical expertise and require the franchisees to follow a pre-selected list of qualified suppliers. In addition, we appoint or train hotel managers and help train other hotel staff for our manachised hotels to ensure that high quality and consistent service is provided throughout all our hotels.

### ***Leased hotels***

We seek properties that are in central or highly accessible locations in economically more developed cities in order to maximize the room rates that we can charge. In addition, we typically seek properties that will accommodate hotels of 80 to 180 rooms.

After identifying a proposed site, we conduct thorough due diligence and typically negotiate leases concurrently with the lessors. All leases and development plans are subject to the final approval of our investment committee. Once a lease agreement has been executed, we then engage independent design firms and construction companies to begin work on leasehold improvement. Our construction management team works closely with these firms on planning and architectural design. Our contracts with construction companies typically contain warranties for quality and requirements for timely completion of construction. Contractors or suppliers are typically required to compensate us in the event of delays or poor work quality. A majority of the construction materials and supplies used in the construction of our new hotels are purchased by us through a centralized procurement system.

### **Hotel Management**

Our management team has accumulated significant experience with respect to the operation of hotels. Building on this experience, our management team has developed a robust operational platform for our nationwide operations, implemented a rigorous budgeting process, and utilized our information systems to monitor our hotel performance. We believe the system is critical in maximizing our revenues and profitability. The following are some of the key components of our hotel management system:

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*Budgeting.* Our budget and analysis team prepares a detailed annual cost and revenue budget for each of our leased hotels, and an annual revenue budget for each of our manachised and franchised hotels. The hotel budget is prepared based on, among other things, the historical operating performance of each hotel, the performance of comparable hotels and local market conditions. We may adjust the budget upon the occurrence of unexpected events that significantly affect a specific hotel's operating performance. In addition, our compensation scheme for managers in each hotel is directly linked to its performance against the annual budget.

*Pricing.* Our room rates are determined using a centralized system and are based on the historical operating performance of each of our leased and manachised hotels, our competitors' room rates and local market conditions. We adjust room rates regularly based on seasonality and market demand. We also adjust room rates for certain events, such as the China Import and Export Fair held twice a year in Guangzhou and the World Expo in Shanghai in 2010. We believe our centralized pricing system enhances our ability to adjust room rates in a timely fashion with a goal of optimizing average daily rates and occupancy levels across our network. Room rates for our franchised hotels are determined by the franchisees based on local market condition.

*Monitoring.* Through the use of our web-based property management system, we are able to monitor each hotel's occupancy status, average daily rates, RevPAR and other operating data on a real-time basis. Real-time hotel operating information allows us to adjust our sales efforts and other resources to rapidly capitalize on changes in the market and to maximize operating efficiency.

*Centralized cash management.* Our leased hotels deposit cash into our central account several times a week. We also generally centralize all payments for expenditures. Our manachised and franchised hotels manage their cash separately.

*Centralized procurement system.* Our centralized procurement system has enabled us to efficiently manage our operating costs, especially with respect to supplies used in large quantities. Given the scale of our hotel network and our centralized procurement system, we have the purchasing power to secure favorable terms from suppliers for all of our hotels.

*Quality assurance.* We have developed an operating manual to which our staff closely adhere to ensure the consistency and quality of our customer experience. We conduct periodic internal quality checks of our hotels to ensure that our operating policies and procedures are followed. We also engage "mystery guests" from time to time to ensure that we are providing consistent quality services. Furthermore, we actively solicit customer feedbacks by conducting outbound e-mail surveys and monitor customer messages left in hotel guestbooks as well as comments posted on our website and third-party websites.

*Training.* We view the quality and skill sets of our employees as essential to our business and thus have made employee training one of our top priorities. Our HuaZhu University, previously known as HanTing College, together with our regional management teams, offers structured training programs for our hotel managers, other hotel-based staff and corporate staff. Our hotel managers are required to attend a three-week intensive training program, covering topics such as our corporate culture, team management, sales and marketing, customer service, hotel operation standards and financial and human resource management. Approximately 80% of our hotel managers have received training completion certificates. Our HuaZhu University also rolled out a new-hire training package in October 2009 to standardize the training for hotel-based staff across our hotel group. In addition, we provide our corporate staff with various training programs, such as managerial skills, office software skills and corporate culture. After our acquisition of a 51% equity interest in Starway HK in May 2012, we extended the coverage of our training programs to all Starway employees. In 2013, our hotel-based staff and corporate staff on average have received approximately 60 and 40 hours of training, respectively.

### **Hotel Information Platform and Operational Systems**

We have successfully developed and implemented an advanced operating platform capable of supporting our nationwide operations. This operating platform enables us to increase the efficiency of our operations and make timely decisions. The following is a description of our key information and management systems.

*Web property management system (Web-PMS).* Our Web-PMS is a web-based, centralized application that integrates all the critical operational information in our hotel network. This system enables us to manage our room inventory, reservations and pricing for all of our hotels on a real-time basis. The system is designed to enable us to enhance our profitability and compete more effectively by integrating with our central reservation system and customer relationship management system. We believe our Web-PMS enables our management to more effectively assess the performance of our hotels on a timely basis and to efficiently allocate resources and effectively identify specific market and sales targets.

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*Central reservation system.* We have a real-time central reservation system available 24 hours a day, seven days a week. Our central reservation system allows reservations through multiple channels including our website, call center, third-party travel agents and online reservation partners. The real-time inventory management capability of the system improves the efficiency of reservations, enhances customer satisfaction and maximizes our profitability.

*Customer relationship management (CRM) system.* Our integrated CRM system maintains information of our HuaZhu Club members, including reservation and consumption history and pattern, points accumulated and redeemed, and prepayment and balance. By closely tracking and monitoring member information and behavior, we are able to better serve the members of our loyalty program and offer targeted promotions to enhance customer loyalty. The CRM system also allows us to monitor the performance of our corporate client sales representatives.

*Internet service system.* Our Internet service system consists of our website (www.huazhu.com), our mobile website (m.huazhu.com) and our mobile apps for smart phones running iOS, Android or other systems. The system provides our HuaZhu Club members and the general public with convenient, friendly and updated services, including information and search services for our hotels, such as location, amenities and pricing, reservation services, online payment and online room selection functions, membership registration and management and member community services. Our members can reload their individual account balance through the system as well. Our mobile apps also provide location-based services, including search services for our nearby hotels.

*Multi-functional Huazhu Club Membership Card.* The HuaZhu Club membership card is a multi-functional card that is available to our Huazhu Club members. The Huazhu Club membership cards represent the membership identity and offer a variety of functions for our Huazhu Club members to utilize hotel facilities. For example, our Huazhu Club members can use it as a pre-paid card for in-hotel purchases and are entitled to free beverage and Internet access when using it in the business areas. It also enables elevator and room access, easy check-in and express check-out. We also roll out HuaZhu Club membership cards in innovative formats, such as the co-branded card with Voice of China, a popular televised singing competition in China, so that our Huazhu Club members can enjoy benefits offered by third parties, and cards in the form of cell phone covers which combine membership cards and cell phone covers in one.

## **Sales and Marketing**

Our marketing strategy is designed to enhance our brand recognition and customer loyalty. Building and differentiating the brand image of each of our hotel products is critical to increasing our brand recognition. We focus on targeting the distinct guest segments that each of our hotel products serves and adopting effective marketing measures based on thorough analysis and application of data and analytics. In 2013, 94% of our room nights were sold through our own sales platforms and the remaining 6% of our room nights through intermediaries.

We use our Web-PMS system to conduct pricing management for all of our hotels except for our franchised hotels. We review our hotel pricing regularly and adjust room rates as needed based on local market conditions and the specific location of each hotel, focusing mainly on three factors: (i) optimum occupancy rate of the hotel and our other hotels nearby, (ii) seasonal demand for the hotel and (iii) event-driven demand for the hotel.

A key component of our marketing efforts is the HuaZhu Club, our loyalty program, which covers all of our brands. We believe the HuaZhu Club loyalty program allow us to build customer loyalty and conduct lower-cost, targeted marketing campaigns. A majority of individual members of the HuaZhu Club pay to enroll in the program. As of December 31, 2013, our HuaZhu Club had more than 15 million members. In 2013, more than 80% of our room nights were sold to our HuaZhu Club members. Members of the HuaZhu Club are provided with discounts on room rates, free breakfasts (for gold and platinum members), more convenient check-out procedures and other benefits. HuaZhu Club members can also accumulate points through stays in our hotels or by purchasing products and services provided at our hotels. These points can be redeemed for gifts or free nights in our hotels. We also have joint promotional programs with leading financial institutions and airlines to recruit new members of our loyalty program. The HuaZhu Club includes three levels of membership: basic, gold and platinum. The one-time membership fees we charge for the basic and gold memberships are currently RMB39 and RMB198, respectively. Gold memberships can be upgraded to platinum memberships upon the satisfaction of certain conditions. HuaZhu Club was previously known as HanTing Club. We renamed HanTing Club as HuaZhu Club in 2013.

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After our acquisition of a 51% equity interest in Starway HK in May 2012, we terminated Starway Hotels' loyalty program, the Star Rewards program, and converted all Star Rewards members into HuaZhu Club members.

We also introduced E-member under our HuaZhu Club loyalty program in 2010 to enhance our brand awareness and to expand coverage of our customer loyalty scheme. Our E-members can register on our website free of charge and are provided with discounts on room rates for their on-line booking. They can also accumulate points, which can be redeemed for gifts or free nights in our hotels.

Our marketing activities also include Internet advertising, press and sponsored activities held jointly with our corporate partners and advertisements on travel and business magazines.

### **Competition**

The lodging industry in China is highly fragmented. A significant majority of the room supply has come from stand-alone hotels, guest houses and other lodging facilities. In recent years hotel groups emerged and began to consolidate the market by converting standalone hotels into members of their hotel groups. As a multi-brand hotel group we believe that we compete primarily based on location, room rates, brand recognition, quality of accommodations, geographic coverage, service quality, range of services, guest amenities and convenience of the central reservation system. We primarily compete with other hotel groups as well as various stand-alone lodging facilities in each of the markets in which we operate. Our HanTing Hotels mainly compete with Home Inns, Jinjiang Inn, 7 Days Inn, various regional hotel groups and stand-alone hotels, and certain international brands such as Super 8. We also compete with two- and three-star hotels, as we offer rooms with amenities comparable to many of those hotels. Our JI Hotels and Starway Hotels face competition from existing three-star and certain four-star hotels, boutique hotels whose price could be comparable and a few hotel chains such as Vienna Hotels and Holiday Inn Express. Our Hi Inns compete mainly with stand-alone guest houses, low-price hotels and budget hotel chains such as Pod Inns, 99 Inns and 100 Inns. Our Joya Hotels and Manxin Hotels & Resorts compete with existing four-star and five-star hotels.

### **Intellectual Property**

We regard our trademarks, copyrights, domain names, trade secrets and other intellectual property rights as critical to our business. We rely on a combination of copyright and trademark law, trade secret protection and confidentiality agreements with our employees, lecturers, business partners and others, to protect our intellectual property rights.

As of December 31, 2013, we have registered 142 trademarks and logos with the China Trademark Office. The trademarks and logos used in our current hotels are under protection of the registered trademarks and logos. An additional 125 trademark applications are under review by the authority. We have also registered one trademark in each of Singapore, Macau, Taiwan and Hong Kong and three trademarks in Korea. We have filed three trademark applications both in Thailand and Malaysia, which are under review by the authority in Thailand and Malaysia. As of December 31, 2013, we have applied for and received one utility model patent for our bathroom hinged door. We have also received copyright registration certificates for ten software programs developed by us as of December 31, 2013. In addition, we have registered 45 national and international top-level domain names, including www.htinns.com, www.hantinghotels.com and www.huazhu.com as of December 31, 2013.

Our intellectual property is subject to risks of theft and other unauthorized use, and our ability to protect our intellectual property from unauthorized use is limited. In addition, we may be subject to claims that we have infringed the intellectual property rights of others. See "Item 3. Key Information — D. Risk Factors — Risks Related to Our Business — Failure to protect our trademarks and other intellectual property rights could have a negative impact on our brand and adversely affect our business."

### **Insurance**

We believe that our hotels are covered by adequate property and liability insurance policies with coverage features and insured limits that we believe are customary for similar companies in China. We also require our franchisees to carry adequate property and liability insurance policies. We carry property insurance that covers the assets that we own at our hotels. Although we require our franchisees to purchase customary insurance policies, we cannot guarantee that they will adhere to such requirements. If we were held liable for amounts and claims exceeding the limits of our insurance coverage or outside the scope of our insurance coverage, our business, results of operations and financial condition may be materially and adversely affected. See "Item 3. Key Information — D. Risk Factors — Risks Related to Our Business — Our limited insurance coverage may expose us to losses, which may have a material adverse effect on our reputation, business, financial condition and results of operations."

## Legal and Administrative Proceedings

In the ordinary course of our business, we, our directors, management and employees are subject to periodic legal or administrative proceedings. Although we cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against us, our directors, management and employees, we do not believe that any currently pending legal or administrative proceeding to which we, our directors, management and employees are a party will have a material adverse effect on our business or reputation. See “Item 3. Key Information — D. Risk Factors — Risks Related to Our Business — We, our directors, management and employees may be subject to certain risks related to legal proceedings filed by or against us, and adverse results may harm our business.”

## Regulation

The hotel industry in China is subject to a number of laws and regulations, including laws and regulations relating specifically to hotel operation and management and commercial franchising, as well as those relating to environmental and consumer protection. The principal regulation governing foreign ownership of hotel businesses in the PRC is the *Foreign Investment Industrial Guidance Catalogue* issued by the National Development and Reform Commission and the PRC Ministry of Commerce, or the MOC, which was most recently updated on December 24, 2011. Pursuant to this regulation, there are no restrictions on foreign investment in limited service hotel businesses in China aside from business licenses and other permits that every hotel must obtain. Relative to other industries in China, regulations governing the hotel industry in China are still developing and evolving. As a result, most legislative actions have consisted of general measures such as industry standards, rules or circulars issued by different ministries rather than detailed legislations. This section summarizes the principal PRC regulations currently relevant to our business and operations.

### *Regulations on Hotel Operation*

In November 1987, the Ministry of Public Security issued the *Measures for the Control of Security in the Hotel Industry*, and in June 2004, the State Council promulgated the *Decision of the State Council on Establishing Administrative License for the Administrative Examination and Approval Items Really Necessary To Be Retained*. Under these two regulations, anyone who applies to operate a hotel is subject to examination and approval by the local public security authority and must obtain a special industry license. The Measures for the Control of Security in the Hotel Industry impose certain security control obligations on the operators. For example, the hotel must examine the identification card of any guest to whom accommodation is provided and make an accurate registration. The hotel must also report to the local public security authority if it discovers anyone violating the law or behaving suspiciously or an offender wanted by the public security authority. Pursuant to the *Measures for the Control of Security in the Hotel Industry*, hotels failing to obtain the special industry license may be subject to warnings or fines of up to RMB200. In addition, pursuant to various local regulations, hotels failing to obtain the special industry license may be subject to warnings, orders to suspend or cease continuing business operations, confiscations of illegal gains or fines.

In April 1987, the State Council promulgated the *Public Area Hygiene Administration Regulation*, according to which, a hotel must obtain a public area hygiene license before opening for business. Pursuant to this regulation, hotels failing to obtain a public area hygiene license may be subject to the following administrative penalties depending on the seriousness of their respective activities: (i) warnings; (ii) fines; or (iii) orders to suspend or cease continuing business operations. In March 2011, the Ministry of Health promulgated the *Implementation Rules of the Public Area Hygiene Administration Regulation*, according to which, starting from May 1, 2011, hotel operators shall establish hygiene administration system and keep records of hygiene administration. In February 2009, the Standing Committee of the National People’s Congress, or the SCNPC, enacted the *PRC Law on Food Safety*, according to which any hotel that provides food must obtain a food service license; any food hygiene license which had been obtained prior to June 1, 2009 will be replaced by the food service license once the food hygiene license expires. To simplify licensing procedures, some cities such as Nanjing, Chengdu and Xi’an have combined the public area hygiene license and the food service license (or formerly food hygiene license) into one unified hygiene license. Pursuant to this law, hotels failing to obtain a food service license (or formerly food hygiene license) may be subject to: (i) confiscation of illegal gains, food illegally produced for sale and tools, facilities and raw materials used for illegal production; or (ii) fines between RMB2,000 and RMB50,000 if the value of food illegally produced is less than RMB10,000 or fines equal to 500% to 1000% of the value of food if such value is equal to or more than RMB10,000.



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*The Fire Prevention Law*, as amended by the SCNPC in October 2008, and the *Provisions on Supervision and Inspection on Fire Prevention and Control*, promulgated by the Ministry of Public Security and effective as of May 1, 2009, require that public gathering places such as hotels submit a fire prevention design plan to apply for the completion acceptance of fire prevention facilities for their construction projects and to pass a fire prevention safety inspection by the local public security fire department, which is a prerequisite for opening business. Pursuant to these regulations, hotels failing to obtain approval of fire prevention design plans or failing fire prevention safety inspections may be subject to: (i) orders to suspend the construction of projects, use or operation of business; and (ii) fines between RMB30,000 and RMB300,000.

In January 2006, the State Council promulgated the *Regulations for Administration of Entertainment Places*. The Ministry of Culture issued the *Circular on Carrying Out the Regulations for Administration of Entertainment Places* in March 2006 and the *Administrative Measures for Entertainment Places* in February 2013. Under these regulations, hotels that provide entertainment facilities, such as discos or ballrooms, are required to obtain a license for entertainment business operations.

On October 18, 2010, the General Administration of Quality Supervision, Inspection and Quarantine and Standardization Administration approved and issued *Classification and Accreditation for Star-rated Tourist Hotels* (GB/T14308-2010), which became effective on January 1, 2011. On November 19, 2010, the National Tourist Administration promulgated the *Implementation Measures of Classification and Accreditation for Star-rated Tourist Hotels*, which became effective on January 1, 2011. Under these regulations, all hotels with operations of over one year are eligible to apply for a star rating assessment. There are five ratings from one star to five stars for tourist hotels, assessed based on the level of facilities, management standards and quality of service. A star rating, once granted, is valid for three years.

On September 21, 2012, the Ministry of Commerce promulgated the *Provisional Administrative Measures for Single-purpose Commercial Prepaid Cards*, according to which, if an enterprise engaged in retail, accommodation and catering, or residential services issues any single-purpose commercial prepaid card to its customers, it shall undergo a record-filing procedure. For a hotel primarily engaged in the business of accommodation, the aggregate balance of the advance payment under the single-purpose commercial prepaid cards it issued shall not exceed 40% of its income from its primary business in the previous financial year.

On April 25, 2013, the Standing Committee of the National People's Congress issued the *Tourism Law of the People's Republic of China*, which became effective on October 1, 2013. According to this law, the accommodation operators shall fulfill their obligations under the agreements with consumers. If the accommodation operators subcontract part of their services to any third party or involve any third party to provide services to customers, the accommodation operators shall assume the joint and several liabilities with the third parties for any damage caused to the customers.

### ***Regulations on Leasing***

Under the *Law on Urban Real Estate Administration* promulgated by the SCNPC, which took effect as of January 1995 and was amended in August 2007 and the *Administrative Measures for Commodity House Leasing* promulgated by the Ministry of Housing and Urban-rural Construction, which took effect as of February 1, 2011, when leasing premises, the lessor and lessee are required to enter into a written lease contract, prescribing such provisions as the leasing term, use of the premises, rental and repair liabilities, and other rights and obligations of both parties. Both lessor and lessee are also required to go through registration procedures to record the lease with the real estate administration department. Pursuant to these laws and regulations and various local regulations, if the lessor and lessee fail to go through the registration procedures, both lessor and lessee may be subject to fines, and the leasing interest will be subordinated to an interested third party acting in good faith.

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In March 1999, the National People's Congress, the China legislature, passed the *PRC Contract Law*, of which Chapter 13 governs lease agreements. According to the *PRC Contract Law*, subject to consent of the lessor, the lessee may sublease the leased item to a third party. Where the lessee subleases the lease item, the leasing contract between the lessee and the lessor remains valid. The lessor is entitled to terminate the contract if the lessee subleases the lease item without the consent of the lessor.

In March 16, 2007, the National People's Congress passed the *PRC Property Law*, pursuant to which where a mortgagor leases the mortgaged property before the mortgage contract is concluded, the previously established leasing relation shall not be affected; and where a mortgagor leases the mortgaged property after the creation of the mortgage interest, the leasing interest will be subordinated to the registered mortgage interest.

### ***Regulations on Consumer Protection***

In October 1993, the SCNPC promulgated the *Law on the Protection of the Rights and Interests of Consumers*, or the Consumer Protection Law, which became effective on January 1, 1994 and was amended on March 15, 2014. Under the Consumer Protection Law, a business operator providing a commodity or service to a consumer is subject to a number of requirements, including the following:

- to ensure that commodities and services meet with certain safety requirements;
- to protect the safety of consumers;
- to disclose serious defects of a commodity or a service and to adopt preventive measures against damage occurrence;
- to provide consumers with accurate information and to refrain from conducting false advertising;
- to obtain consents of consumers and to disclose the rules for the collection and/or use of information when collecting data or information from consumers; to take technical measures and other necessary measures to protect the personal information collected from consumers; not to divulge, sell, or illegally provide consumers' information to others; not to send commercial information to consumers without the consent or request of consumers or with a clear refusal from consumers;
- not to set unreasonable or unfair terms for consumers or alleviate or release itself from civil liability for harming the legal rights and interests of consumers by means of standard contracts, circulars, announcements, shop notices or other means;
- to remind consumers in a conspicuous manner to pay attention to the quality, quantity and prices or fees of commodities or services, duration and manner of performance, safety precautions and risk warnings, after-sales service, civil liability and other terms and conditions vital to the interests of consumers under a standard form of agreement prepared by the business operators, and to provide explanations as required by consumers; and
- not to insult or slander consumers or to search the person of, or articles carried by, a consumer or to infringe upon the personal freedom of a consumer.

Business operators may be subject to civil liabilities for failing to fulfill the obligations discussed above. These liabilities include restoring the consumer's reputation, eliminating the adverse effects suffered by the consumer, and offering an apology and compensation for any losses incurred. The following penalties may also be imposed upon business operators for the infraction of these obligations: issuance of a warning, confiscation of any illegal income, imposition of a fine, an order to cease business operation, revocation of its business license or imposition of criminal liabilities under circumstances that are specified in laws and statutory regulations.

In December 2003, the Supreme People's Court in China enacted the Interpretation of *Some Issues Concerning the Application of Law for the Trial of Cases on Compensation for Personal Injury*, which further increases the liabilities of business operators engaged in the operation of hotels, restaurants, or entertainment facilities and subjects such operators to compensatory liabilities for failing to fulfill their statutory obligations to a reasonable extent or to guarantee the personal safety of others.

### ***Regulations on Environmental Protection***

In February 2012, the SCNPC issued the newly amended *Law on Promoting Clean Production*, which regulates service enterprises such as restaurants, entertainment establishments and hotels and requires them to use technologies and equipment that conserve energy and water, serve other environmental protection purposes, and reduce or stop the use of consumer goods that waste resources or pollute the environment.

According to the *Environmental Protection Law of the People's Republic of China* and the *Environmental Impact Assessment Law of the People's Republic of China* promulgated by the SCNPC on December 26, 1989 and October 28, 2002, respectively, the *Regulations Governing Environmental Protection in Construction Projects* promulgated by the State Council on November 29, 1998, and the *Regulations Governing Completion Acceptance of Environmental Protection in Construction Projects* promulgated by the Ministry of Environmental Protection on December 27, 2001, hotels shall submit a Report on Environmental Impact Assessment and an Application Letter for Acceptance of Environmental Protection Facilities in Construction Projects to competent environmental protection authorities for approvals before commencing the operation. Pursuant to the *Environmental Impact Assessment Law of the People's Republic of China*, any hotel failing to obtain the approval of an Environmental Impact Assessment may be ordered to cease construction and apply for the approval within a specified time limit. If the hotel still fails to obtain approval within the specified time limit, it may be subject to fines between RMB50,000 and RMB200,000, and the person directly responsible for the project may be subject to certain administrative penalties. Pursuant to the *Regulations Governing Completion Acceptance of Environmental Protection in Construction Projects*, any hotel failing to obtain an Acceptance of Environmental Protection Facilities in Construction Projects may be subject to fines and an order to obtain approval within a specified time limit.

### ***Regulations on Commercial Franchising***

Franchise operations are subject to the supervision and administration of the MOC, and its regional counterparts. Such activities are currently regulated by the *Regulations for Administration of Commercial Franchising*, which was promulgated by the State Council on February 6, 2007 and became effective on May 1, 2007. The *Regulations for Administration of Commercial Franchising* were subsequently supplemented by the *Administrative Measures for Archival Filing of Commercial Franchises*, which was promulgated by the MOC on April 30, 2007 and became effective on May 1, 2007 and the newly amended *Administrative Measures for Information Disclosure of Commercial Franchises*, which was promulgated by the MOC on February 23, 2012 and became effective on April 1, 2012.

Under the above applicable regulations, a franchisor must have certain prerequisites including a mature business model, the capability to provide long-term business guidance and training services to franchisees and ownership of at least two self-operated storefronts that have been in operation for at least one year within China. Franchisors engaged in franchising activities without satisfying the above requirements may be subject to penalties such as forfeit of illegal income and imposition of fines between RMB100,000 and RMB500,000 and may be bulletined by the MOC or its local counterparts. Franchise contracts shall include certain required provisions, such as terms, termination rights and payments.

Franchisors are generally required to file franchise contracts with the MOC or its local counterparts. Failure to report franchising activities may result in penalties such as fines up to RMB100,000. Such noncompliance may also be bulletined. In the first quarter of every year, franchisors are required to report to the MOC or its local counterparts any franchise contracts they executed, canceled, renewed or amended in the previous year.

The term of a franchise contract shall be no less than three years unless otherwise agreed by franchisees. The franchisee is entitled to terminate the franchise contract in his sole discretion within a set period of time upon signing of the franchise contract.

Pursuant to the *Administrative Measures for Information Disclosure of Commercial Franchises*, 30 days prior to the execution of franchise contracts, franchisors are required to provide franchisees with copies of the franchise contracts, as well as written true and accurate basic information on matters including:

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- the name, domiciles, legal representative, registered capital, scope of business and basic information relating to its commercial franchising;
- basic information relating to the registered trademark, logo, patent, know-how and business model;
- the type, amount and method of payment of franchise fees (including payment of deposit and the conditions and method of refund of deposit);
- the price and conditions for the franchisor to provide goods, service and equipment to the franchisee;
- the detailed plan, provision and implementation plan of consistent services including operational guidance, technical support and business training provided to the franchisee;
- detailed measures for guiding and supervising the operation of the franchisor;
- investment budget for all franchised hotels of the franchisee;
- the current numbers, territory and operation evaluation of the franchisees within China;
- a summary of accounting statements audited by an accounting firm and a summary of audit reports for the previous two years;
- information on any lawsuit in which the franchisor has been involved in the previous five years;
- basic information regarding whether the franchisor and its legal representative have any record of material violation; and
- other information required to be disclosed by the MOC.

In the event of failure to disclose or misrepresentation, the franchisee may terminate the franchise contract and the franchisor may be fined up to RMB100,000. In addition, such noncompliance may be bulletined.

According to the 2008 *Handbook of Market Access of Foreign Investment* promulgated by the MOC in December 2008, if an existing foreign-invested company wishes to operate a franchise in China, it must apply to its original examination and approval authority to expand its business scope to include “engaging in commercial activities by way of franchise.”

### ***Regulations on Trademarks***

Both the *PRC Trademark Law* adopted by the SCNPC in 1982 and revised in 2001 and the *Implementation Regulation of the PRC Trademark Law* adopted by the State Council in 2002 give protection to the holders of registered trademarks and trade names. The Trademark Office under the State Administration for Industry and Commerce, or the SAIC, handles trademark registrations and grants a term of ten years to registered trademarks. Trademark license agreements must be filed with the Trademark Office.

### ***Regulations on Foreign Currency Exchange***

The principal regulations governing foreign currency exchange in China are the *Foreign Exchange Administration Regulations* promulgated by the State Council, as amended on August 5, 2008, or the Foreign Exchange Regulations. Under the Foreign Exchange Regulations, the RMB is freely convertible for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions, but not for capital account items, such as direct investments, loans, repatriation of investments and investments in securities outside of China, unless the prior approval of the State Administration of Foreign Exchange, or the SAFE, is obtained and prior registration with the SAFE is made.

On August 29, 2008, the SAFE promulgated the *Notice on Perfecting Practices Concerning Foreign Exchange Settlement Regarding the Capital Contribution by Foreign-invested Enterprises*, or Circular 142, regulating the conversion by a foreign-invested company of foreign currency into RMB by restricting how the converted RMB may be used. Circular 142 requires that the registered capital of a foreign-invested enterprise settled in RMB converted from foreign currencies may only be used for purposes within the business scope approved by the applicable governmental authority and may not be used for equity investments within the PRC. In addition, the SAFE strengthened its oversight of the flow and use of the registered capital of foreign-invested enterprises settled in RMB converted from foreign currencies. The use of such RMB capital may not be changed without the SAFE’s approval, and may not in any case be used to repay RMB loans if the proceeds of such loans have not been used. Violations of Circular 142 will result in severe penalties, such as heavy fines.

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On December 25, 2006, the People's Bank of China issued the *Administration Measures on Individual Foreign Exchange Control* and its Implementation Rules were issued by the SAFE on January 5, 2007, both of which became effective on February 1, 2007. Under these regulations, all foreign exchange matters involved in the employee stock ownership plan, stock option plan and other similar plans, participated by onshore individuals shall be transacted upon approval from the SAFE or its authorized branch. On February 25, 2012, the SAFE promulgated the *Notice on Relevant Issues Concerning Foreign Exchange Control on Domestic Individuals Participating in the Stock Incentive Plan of An Overseas Listed Company*, or Circular 7, to replace the *Operating Procedures for Administration of Domestic Individuals Participating in the Employee Stock Option Plan or Stock Option Plan of An Overseas Listed Company*. Under Circular 7, the board members, supervisors, officers or other employees, including PRC citizens and foreigners having lived within the territory of the PRC successively for at least one year of a PRC entity, who participate in stock incentive plans or equity compensation plans by an overseas publicly listed company, or the PRC participants, are required, through a PRC agent or PRC subsidiaries of such overseas publicly-listed company, to complete certain foreign exchange registration procedures with respect to the plans upon the examination by, and approval of, the SAFE. We and our PRC participants who have been granted stock options are subject to Circular 7. If our PRC participants who hold such options or our PRC subsidiary fail to comply with these regulations, such participants and their PRC employer may be subject to fines and legal sanctions.

### ***Regulations on Share Capital***

In October 2005, the SCNPC issued the newly amended *Company Law of the People's Republic of China*, which became effective on January 1, 2006. In April 2006, the SAIC, the MOC, the General Administration of Customs and the SAFE jointly issued the *Implementation Opinions on Several Issues regarding the Laws Applicable to the Administration of Approval and Registration of Foreign-invested Companies*. Pursuant to the above regulations, shareholders of a foreign-invested company are obligated to make full and timely contribution to the registered capital of the foreign-invested company. The shareholders can make their capital contributions in cash or in kind, including in the forms of contributions of intellectual property rights or land use rights that can be valued and is transferable. Contribution to a foreign-invested company's registered capital in cash must not be less than 30% of the total registered capital of the company. The shareholders may choose to make the contributions either in a lump sum or in installments. If the shareholders choose to make the contributions in installments, the first tranche of the contribution shall be no less than 15% of the total registered capital and shall be paid within three months of the establishment of the company and the remaining contribution shall be paid within two years of the establishment of the company. Shareholders who fail to make contribution in accordance with the schedule may be ordered by the SAIC or its regional counterpart to make contribution or reduce the registered capital within a time limit and be subject to administrative fines. A company which proposes to reduce its registered capital shall prepare a balance sheet and a list of assets. The company shall notify its creditors within ten days from the date of resolution on reduction of registered capital and publish an announcement on the newspapers within 30 days. The creditors may, within 30 days from receipt of the notice or within 45 days from the announcement date, require the company to settle the debts or provide corresponding guarantee.

As of December 31, 2013, all the registered capital of our operating subsidiaries has been fully paid in cash, except for HuaZhu Hotel Management Co., Limited, whose outstanding registered capital of RMB180.0 million is unpaid and will be due on August 15, 2014 and Hanting Hesheng (Suzhou) Hotel Management Co., Limited, whose outstanding registered capital of RMB40.0 million is unpaid and will be due on June 12, 2014.

### ***Regulations on Dividend Distribution***

The principal regulations governing distribution of dividends of foreign-invested enterprises include the *Foreign-invested Enterprise Law* promulgated by the SCNPC, as amended on October 31, 2000, and the *Implementation Rules of the Foreign-invested Enterprise Law* issued by the State Council, as amended on March 1, 2014.

Under these laws and regulations, foreign-invested enterprises in China may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, foreign-invested enterprises in China are required to allocate at least 10% of their respective accumulated profits each year, if any, to fund certain reserve funds unless these reserves have reached 50% of the registered capital of the enterprises. These reserves are not distributable as cash dividends.

### ***Regulations on Offshore Financing***

On October 21, 2005, the SAFE issued *Notice on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Corporate Financing and Roundtrip Investment Through Offshore Special Purpose Vehicles*, or Circular 75, which became effective as of November 1, 2005. Under Circular 75, if PRC residents use assets or equity interests in their PRC entities as capital contributions to establish offshore companies or inject assets or equity interests of their PRC entities into offshore companies to raise capital overseas, they are required to register with local SAFE branches with respect to their overseas investments in offshore companies. PRC residents are also required to file amendments to their registrations if their offshore companies experience material events involving capital variation, such as changes in share capital, share transfers, mergers and acquisitions, spin-off transactions, long-term equity or debt investments or uses of assets in China to guarantee offshore obligations.

Moreover, Circular 75 applies retroactively. As a result, PRC residents who have established or acquired control of offshore companies that have made onshore investments in the PRC in the past were required to complete the relevant registration procedures with the local SAFE branch by March 31, 2006. Under the relevant rules, failure to comply with the registration procedures set forth in Circular 75 may result in restrictions being imposed on the foreign exchange activities of the relevant onshore company, including the increase of its registered capital, the payment of dividends and other distributions to its offshore parent or affiliate and the capital inflow from the offshore entity, and may also subject relevant PRC residents to penalties under PRC foreign exchange administration regulations. PRC residents who control our company are required to register periodically with the SAFE in connection with their investments in us.

The SAFE issued a series of guidelines to its local branches with respect to the operational process for SAFE registration, including the *Notice of the State Administration of Foreign Exchange on Further Improving and Adjusting Foreign Exchange Administration Policies for Direct Investment*, or Circular 59, which came into effect as of December 17, 2012. The guidelines standardized more specific and stringent supervision on the registration required by Circular 75. For example, the guidelines impose obligations on onshore subsidiaries of an offshore entity to make true and accurate statements to the local SAFE authorities in case any shareholder or beneficial owner of the offshore entity is a PRC citizen or resident. Untrue statements by the onshore subsidiaries will lead to potential liability for the subsidiaries, and in some instances, for their legal representatives and other individuals.

### ***Regulations on Merger and Acquisition and Overseas Listing***

On August 8, 2006, six PRC regulatory agencies, namely the MOC, the State Assets Supervision and Administration Commission, the State Administration of Taxation, the SAIC, the China Securities Regulatory Commission, or the CSRC, and the SAFE, jointly adopted the Regulations on *Mergers and Acquisitions of Domestic Enterprises by Foreign Investors*, or the New M&A Rule, which became effective on September 8, 2006. This New M&A Rule, as amended on June 22, 2009, purports, among other things, to require offshore special purpose vehicles, or SPVs, formed for overseas listing purposes through acquisitions of PRC domestic companies and controlled by PRC companies or individuals, to obtain the approval of the CSRC prior to publicly listing their securities on an overseas stock exchange. On September 21, 2006, the CSRC published a notice on its official website specifying documents and materials required to be submitted to it by SPVs seeking the CSRC approval of their overseas listings.

While the application of this new regulation remains unclear, we believe, based on the advice of our PRC counsel, that CSRC approval is not required in the context of our initial public offering because we established our PRC subsidiaries by means of direct investment other than by merger or acquisition of domestic companies, and we started to operate our business in the PRC through foreign invested enterprises before September 8, 2006, the effective date of the New M&A Rule. However, we cannot assure you that the relevant PRC government agency, including the CSRC, would reach the same conclusion as our PRC counsel. If the CSRC or other PRC regulatory body subsequently determines that CSRC's approval was required for our initial public offering, we may face sanctions by the CSRC or other PRC regulatory agencies, which could have a material adverse effect on our business, financial condition, results of operations, reputation and prospects, as well as the trading price of our ADSs.

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The New M&A Rule also established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex, including requirements in some instances that the MOC be notified in advance of any change of control transaction in which a foreign investor takes control of a PRC domestic enterprise.

### **Regulation on Security Review**

In August 2011, the MOC promulgated the *Rules of Ministry of Commerce on Implementation of Security Review System of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors*, or the MOC Security Review Rule, which came into effect on September 1, 2011, to implement the *Notice of the General Office of the State Council on Establishing the Security Review System for Mergers and Acquisitions of Domestic Enterprises by Foreign Investors* promulgated on February 3, 2011. Under these regulations, a security review is required for foreign investors' mergers and acquisitions having "national defense and security" implications and mergers and acquisitions by which foreign investors may acquire "de facto control" of domestic enterprises having "national security" implications. In addition, when deciding whether a specific merger or acquisition of a domestic enterprise by foreign investors is subject to a security review, the MOC will look into the substance and actual impact of the transaction. The MOC Security Review Rule further prohibits foreign investors from bypassing the security review requirement by structuring transactions through proxies, trusts, indirect investments, leases, loans, control through contractual arrangements or offshore transactions.

### **Regulations on Labor Contracts**

The labor contract law that became effective on January 1, 2008, as amended on December 28, 2012, seeks to clarify the responsibilities of both employers and employees and codifies certain basic rights and protections of employees. Among others, the labor contract law provides that after completing two fixed-term employment contracts, an employee that desires to continue working for an employer is entitled to require a non-fixed-term employment contract. In addition, employees who have been employed for more than ten years by the same employer are entitled to require a non-fixed-term contract. The labor contract law also requires that the employees dispatched from human resources outsourcing firms or labor agencies be limited to temporary, auxiliary or substitute positions. Furthermore, an employer may be held jointly liable for any damages to its dispatched employees caused by its human resources outsourcing firm or labor agency if it hired such employees through these entities. According to the *Interim Provisions on Labor Dispatch*, which was promulgated in December 2013 to implement the provisions of the labor contract law regarding labor dispatch, a company is permitted to use dispatched employees for up to 10% of its labor force and the companies currently using dispatched employees are given a two-year grace period to comply with this limit.

Considering the PRC governmental authorities have continued to introduce various new labor-related regulations since the effectiveness of the labor contract law, and the interpretation and implementation of these regulations are still evolving, we cannot assure you that our employment practice will at all times be deemed in compliance with the new regulations. If we are subject to severe penalties or incur significant liabilities in connection with labor disputes or investigations, our business and results of operations may be adversely affected. See "Item 3. Key Information — D. Risk Factors — Risks Related to Our Business — Our current employment practices may be adversely impacted under the labor contract law of the PRC."

### **Regulation on Information Protection on Networks**

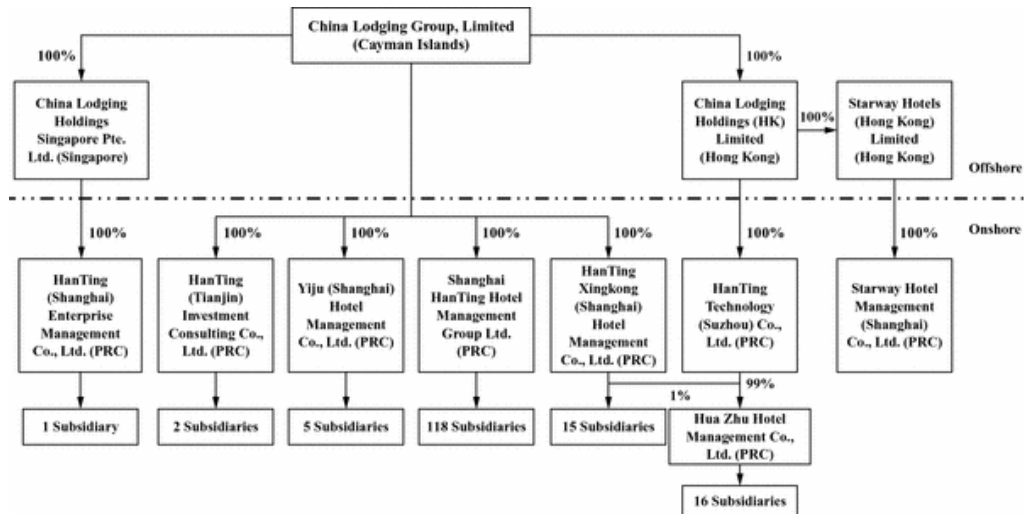
On December 28, 2012, the Standing Committee of the National People's Congress issued *Decision of the Standing Committee of the National People's Congress on Strengthening Information Protection on Networks*, pursuant to which network service providers and other enterprises and institutions shall, when gathering and using electronic personal information of citizens in business activities, publish their collection and use rules and adhere to the principles of legality, rationality and necessarily, explicitly state the purposes, manners and scopes of collecting and using information, and obtain the consent of those from whom information is collected, and shall not collect and use information in violation of laws and regulations and the agreement between both sides; and the network service providers and other enterprises and institutions and their personnel must strictly keep such information confidential and may not divulge, alter, damage, sell, or illegally provide others with such information.

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On July 16, 2013, the Ministry of Industry and Information Technology, or the MIIT, issued the *Order for the Protection of Telecommunication and Internet User Personal Information*. The requirements under this order are stricter and wider compared to the above decision issued by the National People’s Congress. According to this order, if a network service provider wishes to collect or use personal information, it may do so only if such collection is necessary for the services it provides. Furthermore, it must disclose to its users the purpose, method and scope of any such collection or usage, and must obtain consent from the users whose information is being collected or used. Network service providers are also required to establish and publish their protocols relating to personal information collection or usage, keep any collected information strictly confidential and take technological and other measures to maintain the security of such information. Network service providers are required to cease any collection or usage of the relevant personal information, and de-register the relevant user account, when a user stops using the relevant Internet service. Network service providers are further prohibited from divulging, distorting or destroying any such personal information, or selling or providing such personal information unlawfully to other parties. In addition, if a network service provider appoints an agent to undertake any marketing or technical services that involve the collection or usage of personal information, the network service provider is required to supervise and manage the protection of the information. The order states, in broad terms, that violators may face warnings, fines, public exposure and, in the most severe cases, criminal liability.

**4.C. Organizational Structure**

The following diagram illustrates our corporate and ownership structure, the place of formation and the ownership interests of our subsidiaries as of March 31, 2014.



The following table sets forth summary information for our subsidiaries as of March 31, 2014.

Major Subsidiaries	Percentage of Ownership	Date of or Incorporation/Acquisition	Place of Incorporation
China Lodging Holdings (HK) Limited	100%	October 22, 2008	Hong Kong
China Lodging Holdings Singapore Pte. Ltd.	100%	April 14, 2010	Singapore
Shanghai HanTing Hotel Management Group, Ltd.	100%	November 17, 2004	PRC
HanTing Xingkong (Shanghai) Hotel Management Co., Ltd.	100%	March 3, 2006	PRC
HanTing (Tianjin) Investment Consulting Co., Ltd.	100%	January 16, 2008	PRC
Yiju (Shanghai) Hotel Management Co., Ltd.	100%	April 12, 2007	PRC
HanTing Technology (Suzhou) Co., Ltd.	100%	December 3, 2008	PRC
HanTing (Shanghai) Enterprise Management Co., Ltd.	100%	December 14, 2010	PRC
Starway Hotels (Hong Kong) Limited	100%	May 1, 2012	Hong Kong
Starway Hotel Management (Shanghai) Co., Ltd.	100%	May 1, 2012	PRC
HuaZhu Hotel Management Co., Ltd.	100%	August 16, 2012	PRC



#### 4.D. Property, Plants and Equipment

Our headquarters are located in Shanghai, China and occupy nearly 7,000 square meters of office space, about 1,500 square meters of which is owned by us and the rest is leased. As of December 31, 2013, we leased 565 out of our 1,425 hotel facilities with an aggregate size of approximately 2.6 million square meters, including approximately 43,000 square meters subleased to third parties. For detailed information about the locations of our hotels, see “Item 4. Information on the Company — B. Business Overview — Our Hotel Network.”

#### ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

#### ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

##### 5.A. Operating Results

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report on Form 20-F. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under “Item 3. Key Information — D. Risk Factors” or in other parts of this annual report on Form 20-F.*

##### Overview

We are a leading and fast-growing multi-brand hotel group in China with leased, manachised and franchised models. Under the lease model, we directly operate hotels typically located on leased properties. Under the manachise model, we manage manachised hotels through the on-site hotel managers we appoint and collect fees from franchisees. Under the franchise model, we provide training, reservation and support services to the franchised hotels and collect fees from franchisees but do not appoint on-site hotel managers. We apply a consistent standard and platform across all of our hotels. As of December 31, 2013, we had 565 leased, 835 manachised and 25 franchised hotels in operation and 63 leased hotels and 350 manachised hotels under development.

As of the date of this annual report, we offer six hotel brands that are designed to target distinct segments of customers:

- *Joya Hotel*, our upscale brand concept targeting affluent travelers and corporate events. Joya hotels are typically located in central business districts;
- *Manxin Hotels & Resorts*, our mid-to-upscale brand concept targeting leisure travelers, families and small-scale corporate events. Manxin Hotels & Resorts targets popular vacation destinations;
- *JI Hotel*, our standardized mid-scale limited service hotel product which targets mature and experienced travelers who seek a quality experience in hotel stays, previously marketed first under the name of HanTing Hotel and then HanTing Seasons Hotel;
- *Starway Hotel*, our mid-scale limited service hotel product with variety in design and consistency in quality which targets middle class travelers who seek a spacious room, reasonable price and guaranteed quality;
- *HanTing Hotel*, our economy product which targets knowledge workers and value- and quality-conscious travelers, originally marketed under the name of HanTing Express Hotel; and
- *Hi Inn*, our budget hotel product which targets practical and price-conscious travelers, originally marketed under the name of HanTing Hi Inn.

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As a result of our customer-oriented approach, we have developed strong brand recognition and a loyal customer base. In 2013, more than 80% of our room nights were sold to members of HuaZhu Club, our loyalty program.

Our operations commenced with mid-scale limited service hotels and commercial property development and management in 2005. We began our current business of operating and managing a multi-brand hotel group in 2007. Our total revenues grew from RMB2,385.6 million in 2011 to RMB4,420.8 million in 2013. We had net income attributable to our company of RMB114.8 million, RMB174.9 million and RMB279.9 million in 2011, 2012 and 2013, respectively. We had net cash provided by operating activities of RMB458.7 million, RMB715.7 million and RMB1,070.2 million in 2011, 2012 and 2013, respectively.

### **Specific factors affecting our results of operations**

While our business is affected by factors relating to general economic conditions and the lodging industry in China (see “Item 3. Key Information — D. Risk Factors — Risks Related to Our Business — Our operating results are subject to conditions affecting the lodging industry in general.”), we believe that our results of operations are also affected by company-specific factors, including, among others:

- *The total number of hotels and hotel rooms in our hotel network.* Our revenues largely depend on the size of our hotel network. Furthermore, we believe the expanded geographic coverage of our hotel network will enhance our brand recognition. Whether we can successfully increase the number of hotels and hotel rooms in our hotel group is largely affected by our ability to effectively identify and lease, manachise or franchise additional hotel properties at desirable locations on commercially favorable terms and the availability of funding to make necessary capital investments to open these new hotels.
- *The fixed-cost nature of our business.* A significant portion of our operating costs and expenses, including rent and depreciation and amortization, is relatively fixed. As a result, an increase in our revenues achieved through higher RevPAR generally will result in higher profitability. Vice versa, a decrease in our revenues could result in a disproportionately larger decrease in our earnings because our operating costs and expenses are unlikely to decrease proportionately.
- *The number of new leased hotels under development.* Generally, the operation of each leased hotel goes through three stages: development, ramp-up and mature operations. During the development stage, leased hotels generally incur pre-opening expenses ranging from approximately RMB0.5 to RMB5.0 million per hotel and no revenue. During periods when a large number of new leased hotels are under development, the pre-opening expenses incurred may have a significant negative impact on our financial performance.
- *The mix of mature leased hotels, new leased hotels ,manachised hotels and franchised hotels.* When a new hotel starts operation and goes through the ramp-up stage, the occupancy rate is relatively low and the room rate may be subject to discount. Revenues generated by these hotels are lower than those generated by mature hotels and may be insufficient to cover their operating costs, which are relatively fixed in nature and are similar to those of mature hotels. The lower profitability during the ramp-up stage for leased hotels may have a significant negative impact on our financial performance. The length of ramp-up stage may be affected by factors such as hotel size, seasonality and location. On average, it takes our hotels approximately six months to ramp up. We define mature leased hotels as those that have been in operation for more than six months. Our mature leased hotels have been and will continue to be the main contributor to our revenues and profit.

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Under the manachise and franchise models, we generate revenues from fees we charge to each manachised and franchised hotel while the franchisee bears substantially all the capital expenditures, pre-opening and operational expenses. The hotel operating costs relating to manachised hotels are mainly costs for hotel managers as we hire and send them to manachised hotels.

**Key Performance Indicators**

We utilize a set of non-financial and financial key performance indicators which our senior management reviews frequently. The review of these indicators facilitates timely evaluation of the performance of our business and effective communication of results and key decisions, allowing our business to react promptly to changing customer demands and market conditions.

*Non-financial Key Performance Indicators*

Our non-financial key performance indicators consist of (i) change in the total number of hotels and hotel rooms in our hotel group, (ii) RevPAR, especially RevPAR achieved by our leased hotels and (iii) same-hotel RevPAR change.

*Change in the total number of hotels and hotel rooms.* We track the change in the total number of hotels and hotel rooms in operation to monitor our business expansion. Our total hotels in operation increased from 639 in 2011 to 1,425 in 2013 and our total hotel room-nights available for sale increased from 21.5 million in 2011 to 48.1 million in 2013. The following table sets forth various measures of changes in the total number of hotels and hotel rooms as of and for the dates and periods indicated.

	As of December 31,		
	2011	2012	2013
Total hotels in operation	639	1,035	1,425
Leased hotels	344	465	565
Manachised hotels	295	516	835
Franchised hotels	—	54	25
Total hotel rooms in operation	71,621	113,650	152,879
Leased hotels	40,514	54,694	65,836
Manachised hotels	31,107	53,381	84,437
Franchised hotels	—	5,575	2,606
Total hotel room-nights available for sale	21,536,418	33,204,656	48,092,877
Leased hotels	12,282,183	16,704,181	21,731,349
Manachised hotels	9,254,235	14,655,177	25,293,118
Franchised hotels	—	1,845,298	1,068,410
Number of cities	100	171	249

*RevPAR.* RevPAR is a commonly used operating measure in the lodging industry and is defined as the product of average occupancy rates and average daily rates achieved. Occupancy rates of our hotels mainly depend on the locations of our hotels, product and service offering, the effectiveness of our sales and brand promotion efforts, our ability to effectively manage hotel reservations, the performance of managerial and other employees of our hotels, as well as our ability to respond to competitive pressure. From year to year, occupancy of our portfolio may fluctuate as a result of change in the mix of mature and ramp-up hotels, as well as special event such as the Shanghai Expo in 2010. We set the room rates of our hotels primarily based on the location of a hotel, room rates charged by our competitors within the same locality, and our relative brand and product strength in the city or city cluster. From year to year, average daily rate of our portfolio may change due to our yield management practice, city mix change and special events such as Shanghai Expo in 2010. The following table sets forth our RevPAR, average daily room rate and occupancy rate for our leased and manachised hotels for the periods indicated. We do not track the RevPAR, average daily room rate or occupancy rate for our franchised hotels.

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	Year Ended December 31,		
	2011	2012	2013
<b>RevPAR (in RMB)</b>			
Leased hotels	167	173	168
Manachised hotels	163	163	159
Total hotels in operation	165	168	163
<b>Average daily room rate (in RMB)</b>			
Leased hotels	185	184	187
Manachised hotels	174	172	174
Total hotels in operation	180	178	180
<b>Occupancy rate (as a percentage)</b>			
Leased hotels	90	94	90
Manachised hotels	93	95	92
Total hotels in operation	92	94	91
<b>Weight of hotel room-nights available for sale contributed by leased hotels less than 6 months (as a percentage)</b>	18	13	12

RevPAR may change from period to period due to (i) the change in the mix of our leased hotels in the ramp-up and mature phases, (ii) the change in the mix of our hotels in different cities and locations, (iii) the change in the mix of our hotels of different brands, and (iv) the change in same-hotel RevPAR. The total hotel RevPAR in 2013 is lower than that in 2012, mainly as a result of the relatively soft overall market and the city mix shifting toward lower-tier cities.

The leased hotel RevPAR in 2012 is higher than that in 2011, mainly due to the increase in the proportion of mature hotels among our leased hotels.

The seasonality of our business may cause fluctuations in our quarterly RevPAR. We typically have the lowest RevPAR in the first quarter due to reduced travel activities in the winter and during the Spring Festival holidays, and the highest RevPAR in the third quarter due to increased travel during the summer. National and regional special events that attract large numbers of people to travel may also cause fluctuations in our RevPAR.

	For the Three Months Ended							
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013
<b>RevPAR (in RMB):</b>								
Leased hotels	158	181	183	167	152	172	179	166
Manachised hotels	153	171	173	157	146	162	171	155
Total leased and manachised hotels in operation	156	176	178	162	149	167	175	160

*Same-hotel RevPAR change.* Our overall RevPAR trend does not reflect the trend of a stable and mature portfolio, because it may fluctuate when city mix and mix of mature and ramp-up hotels change. We track same-hotel year-over-year RevPAR change for hotels in operation for at least 18 months to monitor RevPAR trend for our mature hotels on a comparable basis. The following table sets forth our same-hotel RevPAR for hotels in operation for at least 18 months for the periods indicated.

	For the Three Months Ended							
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013
<b>Number of hotels in operation for at least 18 months</b>	362	428	464	508	570	628	674	757
<b>RevPAR (RMB)</b>	172	195	195	179	165	185	190	173
<b>Same-hotel RevPAR change (as a percentage)</b>	10	7	5	2	1	0	1	1

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*Financial Key Performance Indicators*

Our financial key performance indicators consist of (i) revenues, (ii) operating costs and expenses, (iii) EBITDA and adjusted EBITDA from operating hotels, (iv) hotel income and (v) net cash provided by operating activities.

*Revenues.* We primarily derive our revenues from operations of our leased hotels and franchise and service fees from our manachised and franchised hotels. Our revenues are subject to a business tax of 5% and other related taxes. The following table sets forth the revenues generated by our leased and manachised and franchised hotels, both in absolute amount and as a percentage of total revenues for the periods indicated.

	2011		2012		2013	
	(RMB)	%	(RMB)	%	(RMB)	(US\$)
	(In thousands except percentages)					
Revenues:						
Leased hotels	2,172,934	91.1	3,069,431	89.8	3,870,887	639,425
Manachised and franchised hotels	212,644	8.9	349,847	10.2	549,958	90,846
Total revenues	2,385,578	100.0	3,419,278	100.0	4,420,845	730,271
Less: Business tax and related taxes	135,981	5.7	194,751	5.7	252,216	41,663
Net revenues	2,249,597	94.3	3,224,527	94.3	4,168,629	688,608

- *Leased Hotels.* In 2011, we generated revenues of RMB2,172.9 million from our leased hotels, which accounted for 91.1% of our total revenues for the year. In 2012, we generated revenues of RMB3,069.4 million from our leased hotels, which accounted for 89.8% of our total revenues for the year. In 2013, we generated revenues of RMB3,870.9 million from our leased hotels, which accounted for 87.6% of our total revenues for the year. We expect that revenues from our leased hotels will continue to constitute a substantial majority of our total revenues in the foreseeable future. As of December 31, 2013, we had 63 leased hotels under development.

For our leased hotels, we lease properties from real estate owners or lessors and we are responsible for hotel development and customization to conform to our standards, as well as for repairs and maintenance and operating costs and expenses of properties over the term of the lease. We are also responsible for all aspects of hotel operations and management, including hiring, training and supervising the hotel managers and employees required to operate our hotels and purchasing supplies. Our typical lease term ranges from ten to 20 years. We typically enjoy an initial two- to six-month rent-free period. We generally pay fixed rent on a quarterly or biannual basis for the first three to five years of the lease term, after which we are generally subject to a 3% to 5% increase every three to five years.

Our revenues generated from leased hotels are significantly affected by the following two operating measures:

- *The total number of room nights available from the leased hotels in our hotel group.* The future growth of revenues generated from our leased hotels will depend significantly upon our ability to expand our hotel group into new locations in China and maintain and further increase our RevPAR at existing hotels. As of December 31, 2013, we had entered into binding contracts with lessors of 63 properties for our leased hotels, which are currently under development.
- *RevPAR achieved by our leased hotels, which represents the product of average daily rates and occupancy rates.* To understand factors impacting our RevPAR, please see “— Non-financial Key Performance Indicators — RevPAR.”
- *Manachised and Franchised Hotels.* In 2011, we generated revenues of RMB212.6 million from our manachised hotels, which accounted for 8.9% of our total revenues for the year. In 2012, we generated revenues of RMB349.8 million from our manachised and franchised hotels, which accounted for 10.2% of our total revenues for the year, among which the revenues we generated from our franchised hotels were insignificant. In 2013, we generated revenues of RMB550.0 million from our manachised and franchised hotels, which accounted for 12.4% of our total revenues for the year. We expect that revenues from our manachised hotels will increase in the foreseeable future as we add more manachised hotels in our hotel group. We also expect the number of our manachised hotels as a percentage of the total number of hotels in our network to increase. As of December 31, 2013, we had 350 manachised hotels under development.

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- *Manachised Hotels.* Our franchisees either lease or own their hotel properties and also invest in the renovation of their properties according to our product standards. Our franchisees are typically responsible for the costs of developing and operating the hotels, including renovating the hotels according to our standards, and all of the operating expenses. We directly manage our manachised hotels and impose the same standards for all manachised hotels to ensure product quality and consistency across our hotel network. Management services we provide to our franchisees for our manachised hotels generally include hiring, appointing and training hotel managers, managing reservations, providing sales and marketing support, conducting quality assurance inspections and providing other operational support and information. We believe our manachise model has enabled us to quickly and effectively expand our geographical coverage and market share in a less capital-intensive manner through leveraging the local knowledge and relationships of our franchisees.

We collect fees from our franchisees and do not bear the loss, if any, incurred by our franchisees. They are also responsible for all costs and expenses related to hotel construction and refurbishing. Our franchise and management agreements for manachised hotels typically run for an initial term of eight to ten years. Our franchisees are generally required to pay us a one-time franchise fee ranging between RMB100,000 and RMB300,000. In general, we charge a monthly franchise fee of approximately 5% of the total revenues generated by each manachised hotel. We also collect from franchisees a reservation fee for using our central reservation system and a membership registration fee to service customers who join our HuaZhu Club loyalty program at the manachised hotels. Furthermore, we employ and appoint hotel managers for the manachised hotels and charge the franchisees a monthly fee for the service.

- *Franchised Hotels.* We inherited the franchise agreements with our franchised hotels as a result of our acquisition of Starway HK. Under these franchise agreements, we provide our franchisees with training, central reservation, sales and marketing support, quality assurance inspections and other operational support and information services. We do not appoint hotel managers for our franchised hotels. We collect fees from the franchisees of our franchised hotels and do not bear any loss or share any profit incurred or realized by our franchisees. As of the date of this annual report, the franchise model is only applicable to Starway Hotels.

*Operating Costs and Expenses.* Our operating costs and expenses consist of costs for hotel operation, selling and marketing expenses, general and administrative expenses and pre-opening expenses. The following table sets forth the components of our operating costs and expenses, both in absolute amount and as a percentage of net revenues for the periods indicated.

	Year Ended December 31,						
	2011		2012		2013		
	(RMB)	%	(RMB)	%	(RMB)	(US\$)	
	(In thousands except percentages)						
Net revenues	2,249,597	100.0	3,224,527	100.0	4,168,629	688,608	100.0
<b>Operating costs and expenses</b>							
Hotel operating costs:							
Rents	655,247	29.1	916,357	28.4	1,255,663	207,421	30.1
Utilities	150,865	6.7	215,768	6.7	273,314	45,148	6.5
Personnel costs	329,078	14.6	505,773	15.7	638,511	105,475	15.3
Depreciation and amortization	227,938	10.1	337,162	10.5	453,062	74,840	10.9
Consumables, food and beverage	228,244	10.2	333,245	10.3	391,715	64,707	9.4
Others	111,965	5.0	145,597	4.5	169,401	27,983	4.1
Total hotel operating costs	1,703,337	75.7	2,453,902	76.1	3,181,666	525,574	76.3
Selling and marketing expenses	94,754	4.2	102,814	3.2	138,129	22,817	3.3
General and administrative expenses	167,642	7.4	224,111	7.0	284,756	47,038	6.8
Pre-opening expenses	184,298	8.2	230,690	7.2	211,284	34,902	5.1
Total operating costs and expenses	2,150,031	95.5	3,011,517	93.5	3,815,835	630,331	91.5

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- *Hotel Operating Costs.* Our hotel operating costs consist primarily of costs and expenses directly attributable to the operation of our leased and manachised hotels. Leased hotel operating costs primarily include rental payments and utility costs for hotel properties, compensation and benefits for our hotel-based employees, costs of hotel room consumable products and depreciation and amortization of leasehold improvements. Manachised hotel operating costs primarily include compensation and benefits for manachised hotel managers and other limited number of employees directly hired by us, which are recouped by us in the form of monthly service fees. We anticipate that our hotel operating costs will increase as we continue to open new hotels. Our hotel operating costs as a percentage of our total revenue may change from period to period mainly driven by three factors, namely, (i) the hotel operating costs as a percentage of revenues for our leased hotels, (ii) the operating costs, mainly personnel costs, as a percentage of revenue from the manachised and franchised business and (iii) the weight of manachised and franchised hotels in our revenue mix.
- *Selling and Marketing Expenses.* Our selling and marketing expenses consist primarily of commissions to travel intermediaries, expenses for marketing programs and materials, bank fees for processing bank card payments, and compensation and benefits for our sales and marketing personnel, including personnel at our centralized reservation center. We expect that our selling and marketing expenses will increase as our sales increase and as we further expand into new geographic locations and promote our brands.
- *General and Administrative Expenses.* Our general and administrative expenses consist primarily of compensation and benefits for our corporate and regional office employees and other employees who are not sales and marketing or hotel-based employees, travel and communication expenses of our general and administrative staff, costs of third-party professional services, and office expenses for corporate and regional office. We expect that our general and administrative expenses will increase in the near term as we hire additional personnel and incur additional costs in connection with the expansion of our business.
- *Pre-opening Expenses.* Our pre-opening expenses consist primarily of rents, personnel cost, and other miscellaneous expenses incurred prior to the opening of a new leased hotel.

Our pre-opening expenses are largely determined by the number of pre-opening hotels in the pipeline and the rental fees incurred during the development stage. Landlords typically offer a two- to six-month rent-free period at the beginning of the lease. Nevertheless, rental is booked during this period on a straight-line basis. Therefore, a portion of pre-opening expenses is non-cash rental expenses. The following table sets forth the components of our pre-opening expenses for the periods indicated.

	Year Ended December 31,			
	2011 (RMB)	2012 (RMB)	2013 (RMB)	(US\$)
	(In thousands)			
Rents	153,229	191,538	186,656	30,834
Personnel cost	13,273	15,488	8,700	1,437
Others	17,796	23,664	15,928	2,631
Total pre-opening expenses	184,298	230,690	211,284	34,902

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Our hotel operating costs, selling and marketing expenses and general and administrative expenses include share-based compensation expenses. The following table sets forth the allocation of our share-based compensation expenses, both in absolute amount and as a percentage of total share-based compensation expenses, among the cost and expense items set forth below.

	Year Ended December 31,					
	2011		2012		2013	
	(RMB)	%	(RMB)	%	(RMB)	(US\$)
	(In thousands except percentages)					
Hotel operating costs	2,115	13.7	2,592	12.4	4,948	817
Selling and marketing expenses	783	5.0	1,031	5.0	973	161
General and administrative expenses	12,585	81.3	17,214	82.6	24,547	4,055
Total share-based compensation expenses	15,483	100.0	20,837	100.0	30,468	5,033

We adopted our 2007 Global Share Plan and 2008 Global Share Plan in February and June 2007, respectively, expanded the 2008 Global Share Plan in October 2008, adopted the 2009 Share Incentive Plan in September 2009, and expanded the 2009 Share Incentive Plan in October 2009 and August 2010. We have granted options to purchase 11,909,540, 1,948,370, 6,305,975, 767,595, 972,768, 2,838,795 and nil of our ordinary shares in 2007, 2008, 2009, 2010, 2011, 2012 and 2013, respectively. We granted 628,061, 2,554,405 and 979,950 shares of restricted stock in 2011, 2012 and 2013, respectively. We recognized share-based compensation as compensation expenses in the statement of comprehensive income based on the fair value of equity awards on the date of the grant, with the compensation expenses recognized over the period in which the recipient is required to provide service to us in exchange for the equity award. Share-based compensation expenses have been categorized as hotel operating costs, general and administrative expenses, or selling and marketing expenses, depending on the job functions of the grantees.

*EBITDA and Adjusted EBITDA from Operating Hotels.* We use earnings before interest income, interest expense, tax expense (benefit) and depreciation and amortization, or EBITDA, a non-GAAP financial measure, to assess our results of operations before the impact of investing and financing transactions and income taxes. Given the significant investments that we have made in leasehold improvements, depreciation and amortization expense comprises a significant portion of our cost structure. We believe that EBITDA is widely used by other companies in the lodging industry and may be used by investors as a measure of our financial performance. We also use Adjusted EBITDA from Operating Hotels, another non-GAAP measure, which is defined as EBITDA before pre-opening expenses and share-based compensation expenses, to assess operating results of the hotels in operation. We believe that the exclusion of pre-opening expenses, a portion of which is non-cash rental expenses and share-based compensation expenses helps facilitate period-on-period comparison of our results of operations as the number of hotels in the development stage may vary significantly from year to year and provides a proxy for the cash generation capability of the hotels in operation at their current level of maturity.

The following tables present certain unaudited financial data and selected operating data as of and for the years ended December 31, 2011, 2012 and 2013:

	Year Ended December 31,			
	2011	2012	2013	
	(RMB)	(RMB)	(RMB)	(US\$)
	(In thousands)			
<b>Non-GAAP Financial Data</b>				
EBITDA <sup>(1)</sup>	359,276	562,899	841,781	139,051
Adjusted EBITDA from Operating Hotels <sup>(1)</sup>	559,057	814,426	1,083,533	178,986

(1) We believe that EBITDA is a useful financial metric to assess our operating and financial performance before the impact of investing and financing transactions and income taxes. Given the significant investments that we have made in leasehold improvements, depreciation and amortization expense comprises a significant portion of our cost structure. In addition, we believe that EBITDA is widely used by other companies in the lodging industry and may be used by investors as a measure of our financial performance. We believe that EBITDA will provide investors with a useful tool for comparability between periods because it eliminates depreciation and amortization expense attributable to capital expenditures. We also use Adjusted EBITDA from Operating Hotels, which is defined as EBITDA before pre-opening expenses and share-based compensation expenses, to assess operating results of the hotels in operation. We believe that the exclusion of pre-opening expenses, a portion of which is non-cash rental expenses, share-based compensation expenses helps facilitate year-on-year comparison of our results of operations as the number of hotels in the development stage may vary significantly from year to year and provides a proxy for the cash generation capability of the hotels in operation at their current level of maturity. Therefore, we believe Adjusted EBITDA from Operating Hotels more closely reflects the performance capability of hotels currently in operation. Our calculation of EBITDA and Adjusted EBITDA from Operating Hotels does not deduct foreign exchange gain, which was RMB15.9 million in 2011, or foreign exchange loss which was RMB2.0 million in 2012, or foreign exchange gain, which was RMB0.02 million in 2013. The presentation of EBITDA and Adjusted EBITDA from Operating Hotels should not be construed as an indication that our future results will be unaffected by other charges and gains we consider to be outside the ordinary course of our business.



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The use of EBITDA and Adjusted EBITDA from Operating Hotels has certain limitations. Depreciation and amortization expense for various long-term assets, income tax, interest income and interest expense have been and will be incurred and are not reflected in the presentation of EBITDA. Pre-opening expenses have been and will be incurred and are not reflected in the presentation of Adjusted EBITDA from Operating Hotels. Each of these items should also be considered in the overall evaluation of our results. Additionally, EBITDA or Adjusted EBITDA from Operating Hotels does not consider capital expenditures and other investing activities and should not be considered as a measure of our liquidity. We compensate for these limitations by providing the relevant disclosure of our depreciation and amortization, interest income, interest expense, income tax expense, pre-opening expenses, capital expenditures and other relevant items both in our reconciliations to the U.S. GAAP financial measures and in our consolidated financial statements, all of which should be considered when evaluating our performance.

The terms EBITDA and Adjusted EBITDA from Operating Hotels are not defined under U.S. GAAP, and neither EBITDA nor Adjusted EBITDA from Operating Hotels is a measure of net income, operating income, operating performance or liquidity presented in accordance with U.S. GAAP. When assessing our operating and financial performance, you should not consider this data in isolation or as a substitute for our net income, operating income or any other operating performance measure that is calculated in accordance with U.S. GAAP. In addition, our EBITDA or Adjusted EBITDA from Operating Hotels may not be comparable to EBITDA or Adjusted EBITDA from Operating Hotels or similarly titled measures utilized by other companies since such other companies may not calculate EBITDA or Adjusted EBITDA from Operating Hotels in the same manner as we do.

A reconciliation of EBITDA and Adjusted EBITDA from Operating Hotels to net income, which is the most directly comparable U.S. GAAP measure, is provided below:

	For the Year Ended December 31,			
	2011 (RMB)	2012 (RMB)	2013 (RMB)	2013 (US\$)
	(in thousands)			
Net income attributable to our company	114,832	174,887	279,858	46,229
Interest income	(18,111)	(14,554)	(6,856)	(1,133)
Interest expense	882	822	813	134
Tax expense	24,816	54,169	104,820	17,315
Depreciation and amortization	236,857	347,575	463,146	76,506
EBITDA (Non-GAAP)	359,276	562,899	841,781	139,051
Pre-opening expenses	184,298	230,690	211,284	34,902
Share-based compensation expenses	15,483	20,837	30,468	5,033
Adjusted EBITDA from Operating Hotels (Non-GAAP)	559,057	814,426	1,083,533	178,986

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*Hotel Income.* Hotel income is the difference between net revenues and hotel operating costs. Hotel income was RMB987.0 million for 2013, compared with RMB770.6 million for 2012. The year-over-year increase was mainly due to higher hotel income generated from our expanded network of manachised hotels and mature leased hotels.

We track Hotel Income as a percentage of net revenue separately for our mature and ramp-up leased hotels, as well as for manachised and franchised hotels. For leased hotels in operation for at least six months, our hotel income was RMB686.3 million during 2013, which accounted for 20.5% of net revenues derived from those hotels in 2013. Leased hotels in operation for less than six months derived a hotel loss of RMB111.9 million, which accounted for 36.7% of net revenues derived from those hotels in 2013. For manachised and franchised hotels, the hotel income was RMB412.6 million, which accounted for 79.7% of net revenues derived from those hotels in 2013.

*Net Cash Provided by Operating Activities.* Our net cash provided by operating activities is primarily attributable to our net income, add-backs from share-based compensation expenses, depreciation and amortization and deferred rent and changes in deferred revenue and prepaid rent. We use net cash provided by operating activities to assess the cash generation capability and return profile of our business. Compared with EBITDA, net cash provided by operating activities neutralizes the impact of straight-line based rental accounting and timing difference in certain areas of revenue recognition when assessing the return profile and profitability of our business. We had net cash provided by operating activities of RMB458.7 million, RMB715.7 million and RMB1,070.2 million in 2011, 2012 and 2013, respectively. The year-over-year increase was mainly due to the expansion of our hotel network. We expect that our net cash provided by operating activities will continue to increase as we further expand our hotel network.

## **Taxation**

We are incorporated in the Cayman Islands. Under the current law of the Cayman Islands, we are not subject to income or capital gains tax. In addition, dividend payments we make are not subject to withholding tax in the Cayman Islands.

China Lodging HK and Starway HK are subject to a profit tax at the rate of 16.5% on assessable profit determined under relevant Hong Kong tax regulations. To date, neither China Lodging HK nor Starway HK has been required to pay profit tax as it had no assessable profit.

China Lodging Singapore is subject to Singapore corporate income tax at a rate of 17% in 2013. No Singapore profit tax has been provided as we have not had assessable profit that was earned in or derived from Singapore during the years presented.

Prior to January 1, 2008, our PRC operating entities were governed by the *Income Tax Law of the PRC for Enterprises with Foreign Investment and Foreign Enterprises and the Provisional Regulations of the PRC on Enterprises Income Tax*, or the old EIT Laws. Pursuant to the old EIT Laws, PRC enterprises were generally subject to the enterprise income tax at a statutory rate of 33% (30% state income tax plus 3% local income tax). On March 16, 2007, the National People's Congress passed the Enterprise Income Tax Law, and on December 6, 2007, the PRC State Council issued the *Implementation Regulations of the Enterprise Income Tax Law*, both of which became effective on January 1, 2008. The Enterprise Income Tax Law and its Implementation Regulations, or the EIT Law, applies a uniform 25% enterprise income tax rate to both foreign-invested enterprises and domestic enterprises.

The EIT Law imposes a withholding tax of 10% on dividends distributed by a PRC foreign-invested enterprise to its immediate holding company outside of China, if such immediate holding company is considered a "non-resident enterprise" without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Holding companies in Hong Kong, for example, are subject to a 5% withholding tax rate. The Cayman Islands, where we are incorporated, does not have such a tax treaty with China. Thus, dividends paid to us by our subsidiaries in China may be subject to the 10% withholding tax if we are considered a "non-resident enterprise" under the EIT Law. See "Item 3. Key Information — D. Risk Factors — Risks Related to Doing Business in China — It is unclear whether we will be considered as a PRC 'resident enterprise' under the EIT Law, and depending on the determination of our PRC 'resident enterprise' status, dividends paid to us by our PRC subsidiaries may be subject to PRC withholding tax, we may be subject to 25% PRC income tax on our worldwide income, and holders of our ADSs or ordinary shares may be subject to PRC withholding tax on dividends paid by us and gains realized on their transfer of our ADSs or ordinary shares."

## **Critical Accounting Policies**

We prepare financial statements in accordance with U.S. GAAP, which requires us to make judgments, estimates and assumptions that affect the reported amounts of our assets and liabilities and the disclosure of our contingent assets and liabilities at the end of each fiscal period and the reported amounts of revenues and expenses during each fiscal period. We continue to evaluate these judgments and estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and assumptions that we believe to be reasonable, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ from those estimates. Some of our accounting policies require a higher degree of judgment than others in their application.

The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors that should be considered when reviewing our financial statements. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

### ***Revenue Recognition***

Our revenues from leased hotels are derived from operations of leased hotels, including the rental of rooms, food and beverage sales and souvenir sales. Revenues are recognized when rooms are occupied and food and beverages and souvenirs are sold.

Our revenues from manachised and franchised hotels are derived from franchise agreements where the franchisees are required to pay (i) an initial one-time franchise fee and (ii) an ongoing franchise fee, the major part of which is charged at approximately 5.0% of the revenues of the manachised and franchised hotels. Aside from the revenue-based fee, we also charge a central reservation system usage fee and a monthly system maintenance and support fee which are recognized when services are provided. The one-time franchise fee, which is non-refundable, is recognized when the manachised and franchised hotel opens for business, and we have fulfilled all our commitments and obligations, including assistance to the franchisees in property design, leasehold improvement construction project management, systems installation, personnel recruiting and training. Ongoing franchise fees are recognized when the underlying service revenues are recognized by the franchisees' operations. The system maintenance, support fee and central reservation system usage fee is recognized when services are provided.

We account for hotel manager fees related to the hotels under the manachise program as revenues. Pursuant to the franchise agreements under the manachise program, we charge the franchisees fixed hotel manager fees to cover the manachised hotel managers' salaries, social welfare benefits and certain other out-of-pocket expenses that we incur on behalf of the manachised hotels. The hotel manager fee is recognized as revenue monthly. During the years ended December 31, 2011, 2012 and 2013, the hotel manager fees that were recognized as revenue were RMB43.0 million, RMB72.1 million and RMB116.9 million, respectively.

Revenues derived from selling membership cards at leased, manachised and franchised hotels are earned on a straight-line basis over the estimated membership life which is estimated to be approximately two to five years dependent upon membership level. Membership life is estimated at the time the membership card is sold based on management's industry experience and data accumulated by our company, including usage frequency and actual attrition. These estimates are updated regularly to reflect actual membership retention.

### ***Long-Lived Assets***

We evaluate the carrying value of our long-lived assets for impairment by comparing the expected undiscounted future cash flows of the assets to the net book value of the assets if certain trigger events occur, such as receiving government zoning notification. Inherent in reviewing the carrying amounts of the long-lived assets is the use of various estimates. First, our management must determine the usage of the asset. Impairment of an asset is more likely to be recognized where and to the extent our management decides that such asset may be disposed of or sold. Assets must be tested at the lowest level, generally the individual hotel, for which identifiable cash flows exist. If the expected undiscounted future cash flows are less than the net book value of the assets, the excess of the net book value over the estimated fair value is charged to current earnings. Fair value is based upon discounted cash flows of the assets at a rate deemed reasonable for the type of asset and prevailing market conditions, appraisals and, if appropriate, current estimated net sales proceeds from pending offers. Future cash flow estimates are, by their nature, subjective and actual results may differ materially from our estimates. If our ongoing estimates of future cash flows are not met, we may have to record additional impairment charges in future accounting periods. Our estimates of cash flow are based on the current regulatory, social and economic climates where we conduct our operations as well as recent operating information and budgets for our business. These estimates could be negatively impacted by changes in laws and regulations, economic downturns, or other events affecting various forms of travel and access to our hotels.

### ***Goodwill Impairment***

Goodwill is required to be tested for impairment at least annually or more frequently if events or changes in circumstances indicate that these assets might be impaired. If we determine that the carrying value of our goodwill has been impaired, the carrying value will be written down.

We complete a two-step goodwill impairment test. The first step compares the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying value of a reporting unit exceeds its fair value, we would perform the second step in our assessment process and record an impairment loss to earnings to the extent the carrying amount of the reporting unit's goodwill exceeds its implied fair value. We estimate the fair value of each reporting unit through internal analysis and external valuations, which utilize income and market valuation approaches through the application of capitalized earnings and discounted cash flow. These valuation techniques are based on a number of estimates and assumptions, including the projected future operating results of the reporting unit, appropriate discount rates and long-term growth rates. The significant assumptions regarding our future operating performance are revenue growth rates, discount rates and terminal values. If any of these assumptions changes, the estimated fair value of our reporting unit will change, which could affect the amount of goodwill impairment charges, if any.

### ***Customer Loyalty Program***

HuaZhu Club is our customer loyalty program. Our members can earn points based on spending at our leased, manachised and franchised hotels and participating in certain marketing programs. Points can be redeemed for room night awards and gifts within two years after the points are earned. Management determines the fair value of the future redemption obligation based on certain formulas which project the future point redemption behavior based on historical experience, including an estimate of points that will never be redeemed, and an estimate of the points that will eventually be redeemed as well as the cost to be incurred in conjunction with the point redemption. The actual expenditure may differ from the estimated liability recorded. Prior to February 28, 2009, we recorded estimated liabilities for all points earned by our customers as we did not have sufficient historical information to determine point forfeitures or breakage. Based on our accumulated knowledge on reward points redemption and expiration, we began to apply historical redemption rates in estimating the costs of points earned from March 1, 2009 onwards.

### ***Income Taxes***

The provision for income taxes has been determined using the asset and liability approach of accounting for income taxes. Under this approach, we recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and tax basis of assets and liabilities. A valuation allowance is required to reduce the carrying amounts of deferred tax assets if, based on the available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed periodically based on a more-likely-than-not realization threshold. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, our experience with operating loss in the China's limited service hotel industry, tax planning strategy implemented and other tax planning alternatives. Prior to 2009, we had significant operating losses attributable to rapid expansion and related pre-opening costs incurred. As of December 31, 2011, 2012 and 2013, we had deferred tax assets generated from net loss carryforward after valuation allowance of RMB37.8 million, RMB35.3 million and RMB39.4 million, respectively. We expect many of our hotels that were put in operation since 2010 will become mature and generate sufficient taxable profit to utilize the substantial portion of the net loss carryforward. If our operating results are less than currently projected and there is no objectively verifiable evidence to support the realization of our deferred tax asset, additional valuation allowance may be required to further reduce our deferred tax asset. The reduction of the deferred tax asset could increase our income tax expenses and have an adverse effect on our results of operations and tangible net worth in the period in which the allowance is recorded.

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The provision for income taxes represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Our tax rate is based on expected income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which we operate. For interim financial reporting, we estimate the annual tax rate based on projected taxable income for the full year and record a quarterly income tax provision in accordance with the anticipated annual rate. As the year progresses, we refine the estimates of the year's taxable income as new information becomes available, including year-to-date financial results. This continual estimation process often results in a change to our expected effective tax rate for the year. When this occurs, we adjust the income tax provision during the quarter in which the change in estimate occurs so that the year-to-date provision reflects the expected annual tax rate. Significant judgment is required in determining our effective tax rate and in evaluating its tax positions.

We recognize a tax benefit associated with an uncertain tax position when, in our judgment, it is more likely than not that the position will be sustained upon examination by a taxing authority. For a tax position that meets the more-likely-than-not recognition threshold, we initially and subsequently measure the tax benefit as the largest amount that we judge to have a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority. Our liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, case law developments and new or emerging legislation. Such adjustments are recognized entirely in the period in which they are identified. Our effective tax rate includes the net impact of changes in the liability for unrecognized tax benefits and subsequent adjustments as considered appropriate by management. We classify interest and penalties recognized on the liability for unrecognized tax benefits as income tax expense.

### ***Share-Based Compensation***

The costs of share based payments are recognized in our consolidated financial statements based on their grant-date fair value over the vesting. We determine fair value of our share options as of the grant date using binomial option pricing model and the fair value of our nonvested restricted stocks as of the grant date based on the fair market value of the underlying ordinary shares. Under the binomial option pricing model, we make a number of assumptions regarding fair value including the expected price multiple at which employee are likely to exercise stock options, the expected volatility of our future ordinary share price, the risk free interest rate and the expected dividend yield. In July 2012, we granted (i) nonvested restricted stocks with market conditions, the fair value of which was determined using a Monte Carlo simulation, and (ii) options and nonvested restricted stocks with performance conditions. Determining the value of our share-based compensation expense in future periods also requires the input of subjective assumptions around estimated forfeitures of the underlying shares and likely future performance. The compensation expenses for the awards with performance conditions based upon the Group's judgment of likely future performance and may be adjusted in future periods depending on actual performance. The compensation expenses for the awards with market conditions are recognized during the requisite service period, even if the market condition is never satisfied. We estimate our forfeitures based on past employee retention rates, our expectations of future retention rates, and we will prospectively revise our forfeiture rates based on actual history. We estimate our future performance based on our historical results. Our compensation charges may change based on changes to our assumptions.

### **Results of Operations**

The following table sets forth a summary of our consolidated results of operations, both in absolute amount and as a percentage of net revenues for the periods indicated. This information should be read together with our consolidated financial statements and related notes included elsewhere in this annual report.

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We have grown rapidly since we began our current business of operating and managing a multi-brand hotel group in 2007. Our limited operating history makes it difficult to predict our future operating results. We believe that the year-to-year comparison of operating results should not be relied upon as being indicative of future performance.

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	For the Year Ended December 31,					
	2011		2012		2013	
	RMB	%	RMB	%	(RMB)	(US\$)
	(In thousands except percentages)					
<b>Consolidated Statement of Comprehensive Income Data:</b>						
Revenues:						
Leased hotels	2,172,934	96.6	3,069,431	95.2	3,870,887	639,425
Manachised and franchised hotels	212,644	9.4	349,847	10.8	549,958	90,846
Total revenues	2,385,578	106.0	3,419,278	106.0	4,420,845	730,271
Less: Business tax and related taxes						
	135,981	6.0	194,751	6.0	252,216	41,663
Net revenues	2,249,597	100.0	3,224,527	100.0	4,168,629	688,608
Operating costs and expenses(1):						
Hotel operating costs	1,703,337	75.7	2,453,902	76.1	3,181,666	525,574
Selling and marketing expenses	94,754	4.2	102,814	3.2	138,129	22,817
General and administrative expenses	167,642	7.4	224,111	7.0	284,756	47,038
Pre-opening expenses	184,298	8.2	230,690	7.2	211,284	34,902
Total operating costs and expenses	2,150,031	95.5	3,011,517	93.5	3,815,835	630,331
Other operating income	7,580	0.3	6,723	0.3	27,750	4,584
Income from operations	107,146	4.8	219,733	6.8	380,544	62,861
Interest income	18,111	0.8	14,554	0.5	6,856	1,133
Interest expenses	882	0.0	822	0.1	813	134
Other income (expense)	2,649	0.1	2,208	0.1	1,907	315
Foreign exchange gain (loss)	15,930	0.7	(2,000)	(0.1)	21	3
Income before income taxes	142,954	6.4	233,673	7.2	388,515	64,178
Income tax expense	24,816	1.1	54,169	1.6	104,820	17,315
Net income	118,138	5.3	179,504	5.6	283,695	46,863
Less: net income attributable to noncontrolling interest						
	3,306	0.2	4,617	0.2	3,837	634
Net income attributable to China Lodging Group, Limited	114,832	5.1	174,887	5.4	279,858	46,229

Note: (1) Includes share-based compensation expenses as follows:

	Year Ended December 31,			
	2011	2012	2013	
	(RMB)	(RMB)	(RMB)	(US\$)
	(In thousands)			
Share-based compensation expenses	15,483	20,837	30,468	5,033

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**Year Ended December 31, 2013 Compared to Year Ended December 31, 2012**

*Revenues.* Our net revenues increased by 29.3% from RMB3,224.5 million in 2012 to RMB4,168.6 million in 2013.

- *Leased Hotels.* Revenues from our leased hotels increased by 26.1% from RMB3,069.4 million in 2012 to RMB3,870.9 million in 2013. This increase was primarily due to our continued expansion of leased hotels from 465 hotels and 54,694 hotel rooms as of December 31, 2012 to 565 hotels and 65,836 hotel rooms as of December 31, 2013, partially offset by a decrease in RevPAR. RevPAR for our leased hotels decreased from RMB173 in 2012 to RMB168 in 2013 primarily due to a decrease in the occupancy rate of our leased hotels from 94% in 2012 to 90% in 2013, which was mainly as a result of the relatively soft overall market, partially offset by an increase in the average daily rate of our leased hotels from RMB184 in 2012 to RMB187 in 2013.
- *Manachised and Franchised Hotels.* Revenues from our manachised and franchised hotels increased by 57.2% from RMB349.8 million in 2012 to RMB550.0 million in 2013. This increase was primarily due to our continued expansion of manachised hotels from 516 hotels and 53,381 hotel rooms as of December 31, 2012 to 835 hotels and 84,437 hotel rooms as of December 31, 2013, partially offset by a decrease in RevPAR. RevPAR for our manachised hotels decreased from RMB163 in 2012 to RMB159 in 2013 primarily due to the relatively soft overall market and the city mix shifting toward lower-tier cities.

*Operating Costs and Expenses.* Our total operating costs and expenses increased by 26.7% from RMB3,011.5 million in 2012 to RMB3,815.8 million in 2013.

- *Hotel Operating Costs.* Our hotel operating costs increased by 29.7% from RMB2,453.9 million in 2012 to RMB3,181.7 million in 2013. This increase was primarily due to our expansion of leased hotels from 465 hotels as of December 31, 2012 to 565 hotels as of December 31, 2013. The increase in personnel costs, part of hotel operating costs, was also attributable to our expansion of manachised hotels from 516 hotels as of December 31, 2012 to 835 hotels as of December 31, 2013. Our hotel operating costs as a percentage of net revenues increased slightly from 76.1% in 2012 to 76.3% in 2013.
- *Selling and Marketing Expenses.* Our selling and marketing expenses increased by 34.3% from RMB102.8 million in 2012 to RMB138.1 million in 2013. The increase was in line with our expansion of business and increase of revenues. Our selling and marketing expenses as a percentage of net revenues increased slightly from 3.2% in 2012 to 3.3% in 2013.
- *General and Administrative Expenses.* Our general and administrative expenses increased from RMB224.1 million in 2012 to RMB284.8 million in 2013, primarily as a result of our business expansion. Our general and administrative expenses as a percentage of net revenues decreased slightly from 7.0% in 2012 to 6.8% in 2013.
- *Pre-opening Expenses.* Our pre-opening expenses decreased from RMB230.7 million in 2012 to RMB211.3 million in 2013, primarily due to decrease in leased hotel openings and shortened development cycle in 2013. Our pre-opening expenses as a percentage of net revenues decreased from 7.2% in 2012 to 5.1% in 2013 to primarily due to our expanded revenue base.

*Other Operating Income.* Our other operating income was RMB6.7 million and RMB27.8 million in 2012 and 2013, respectively, which mainly includes government grants and reimbursements from government zoning. The prior period amounts have been reclassified from an offset to general and administrative expenses to conform to the current year presentation.

*Income from Operations.* As a result of the foregoing, we had income from operations of RMB380.5 million in 2013 compared to income from operations of RMB219.7 million in 2012.

*Interest Income (Expense), Net.* Our net interest income was RMB6.0 million in 2013. Our interest income was RMB6.9 million in 2013, and our interest expense was RMB0.9 million. Our net interest income was RMB13.8 million in 2012. Our interest income was RMB14.6 million in 2012, and our interest expense was RMB0.8 million. The decrease in interest income from 2012 to 2013 was primarily due to the decrease in the average balance of our cash and cash equivalents.

*Other Income (Expense).* Our other income was RMB2.2 million and RMB1.9 million in 2012 and 2013, respectively, primarily attributable to reimbursement from the depositary of our ADSs for certain expenses incurred by us in respect of the ADR program established pursuant to the deposit agreement.



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*Foreign Exchange Loss or Gain.* We had foreign exchange gain of RMB0.02 million in 2013 compared to foreign exchange loss of RMB2.0 million in 2012. Our foreign exchange loss in 2012 was primarily attributable to the depreciation of the Renminbi against the U.S. dollar in the first half of 2012.

*Income Tax Expense.* Our tax expenses increased from RMB54.2 million in 2012 to RMB104.8 million in 2013, primarily due to the increase in our income before income taxes from RMB233.7 million in 2012 to RMB388.5 million in 2013 and the increase in our effective tax rate. Our effective tax rate increased from 23.2% in 2012 to 27.0% in 2013, primarily because the benefit of the tax holiday that we enjoyed decreased in 2013.

*Net Income Attributable to Noncontrolling Interest.* Net income attributable to noncontrolling interest represents joint venture partners' share of our net income based on their equity interest in the leased hotels owned by the joint ventures. Net income attributable to noncontrolling interest decreased from RMB4.6 million in 2012 to RMB3.8 million in 2013, primarily due to increased loss in some new joint ventures in 2013.

*Net Income Attributable to China Lodging Group, Limited.* As a result of the foregoing, we had net income attributable to China Lodging Group, Limited of RMB279.9 million in 2013 compared to net income attributable to China Lodging Group, Limited of RMB174.9 million in 2012.

*EBITDA and Adjusted EBITDA from Operating Hotels.* EBITDA (non-GAAP) was RMB841.8 million in 2013, compared with EBITDA of RMB562.9 million in 2012. Adjusted EBITDA from Operating Hotels (non-GAAP) increased from RMB814.4 million in 2012 to RMB1,083.5 million in 2013. This change was primarily due to the expansion of our hotel network.

### **Year Ended December 31, 2012 Compared to Year Ended December 31, 2011**

*Revenues.* Our net revenues increased by 43.3% from RMB2,249.6 million in 2011 to RMB3,224.5 million in 2012.

- *Leased Hotels.* Revenues from our leased hotels increased by 41.3% from RMB2,172.9 million in 2011 to RMB3,069.4 million in 2012. This increase was primarily due to our continued expansion of leased hotels from 344 hotels and 40,514 hotel rooms as of December 31, 2011 to 465 hotels and 54,694 hotel rooms as of December 31, 2012. RevPAR for our leased hotels increased from RMB167 in 2011 to RMB173 in 2012 primarily due to the increase in the proportion of mature hotels among our leased hotels.
- *Manachised and Franchised Hotels.* Revenues from our manachised and franchised hotels increased by 64.5% from RMB212.6 million in 2011 to RMB349.8 million in 2012. This increase was primarily due to our continued expansion of manachised hotels from 295 hotels and 31,107 hotel rooms as of December 31, 2011 to 516 hotels and 53,381 hotel rooms as of December 31, 2012. RevPAR for our manachised hotels remained stable as the effect of a decrease in the average daily rate of our manachised hotels from RMB174 in 2011 to RMB172 in 2012 was offset by an increase of the occupancy rate of our manachised hotels from 93% in 2011 to 95% in 2012. The decrease in the average daily rate resulted primarily from (i) a higher percentage of our new manachised hotels being in the ramp-up stage in 2012 and (ii) a shift in the mix of hotels toward smaller cities where our average daily rates are lower.

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*Operating Costs and Expenses.* Our total operating costs and expenses increased by 40.1% from RMB2,150.0 million in 2011 to RMB3,011.5 million in 2012.

- *Hotel Operating Costs.* Our hotel operating costs increased by 44.1% from RMB1,703.3 million in 2011 to RMB2,453.9 million in 2012. This increase was primarily due to our expansion of leased hotels from 344 hotels as of December 31, 2011 to 465 hotels as of December 31, 2012. The increase in personnel costs, part of hotel operating costs, was also attributable to our expansion of managed hotels from 295 hotels as of December 31, 2011 to 516 hotels as of December 31, 2012. Our hotel operating costs as a percentage of net revenues increased from 75.7% in 2011 to 76.1% in 2012, primarily due to the increase in the cost of renovation, labor, food and supplies resulting from general inflation.
- *Selling and Marketing Expenses.* Our selling and marketing expenses increased by 8.5% from RMB94.8 million in 2011 to RMB102.8 million in 2012. The increase was slower than the increase in revenue resulting from our business expansion. Our selling and marketing expenses as a percentage of net revenues decreased from 4.2% in 2011 to 3.2% in 2012, mainly due to the benefit from economies of scale and our cost-saving efforts.
- *General and Administrative Expenses.* Our general and administrative expenses increased from RMB167.6 million in 2011 to RMB224.1 million in 2012, primarily as a result of our business expansion. Our general and administrative expenses as a percentage of net revenues decreased from 7.4% in 2011 to 7.0% in 2012, primarily due to the benefit from economies of scale.
- *Pre-opening Expenses.* Our pre-opening expenses increased from RMB184.3 million in 2011 to RMB230.7 million in 2012, primarily due to our acceleration of leased hotel openings from 101 in 2011 to 121 in 2012, in particular the increase in leased JI Hotel openings from two in 2011 to eight in 2012. Our mid-scale hotel product, JI Hotel, has higher pre-opening expense per hotel than our economy hotel product, HanTing Hotel, due to higher rent for the underlying property and larger room count. The growth in JI Hotel openings and the strong JI Hotel pipeline also contributed to the increase of pre-opening expenses in 2012. Our pre-opening expenses as a percentage of net revenues decreased from 8.2% in 2011 to 7.2% in 2012 primarily due to expanded revenue base.

*Other Operating Income.* Our other operating income was RMB7.6 million and RMB6.7 million in 2011 and 2012, respectively, which mainly includes government grants and reimbursements from government zoning. The prior period amounts have been reclassified from an offset to general and administrative expenses to conform to the current year presentation.

*Income from Operations.* As a result of the foregoing, we had income from operations of RMB219.7 million in 2012 compared to income from operations of RMB107.1 million in 2011.

*Interest Income (Expense), Net.* Our net interest income was RMB13.8 million in 2012. Our interest income was RMB14.6 million in 2012, and our interest expense was RMB0.8 million. Our net interest income was RMB17.2 million in 2011. Our interest income was RMB18.1 million in 2011, and our interest expense was RMB0.9 million. The decrease in interest income from 2011 to 2012 was primarily due to the decrease in the average balance of our cash and cash equivalents.

*Other Income (Expense).* Our other income was RMB2.6 million and RMB2.2 million in 2011 and 2012, respectively, primarily attributable to reimbursement from the depository of our ADSs for certain expenses incurred by us in respect of the ADR program established pursuant to the deposit agreement.

*Foreign Exchange Loss or Gain.* We had foreign exchange loss of RMB2.0 million in 2012 compared to foreign exchange gain of RMB15.9 million in 2011. Our foreign exchange loss in 2012 was primarily attributable to the depreciation of the Renminbi against the U.S. dollar in the first half of 2012. Our foreign exchange gain in 2011 was primarily attributable to the appreciation of the Renminbi against the U.S. dollar.

*Income Tax Expense.* Our tax expenses increased from RMB24.8 million in 2011 to RMB54.2 million in 2012, primarily due to the increase in our income before income taxes from RMB143.0 million in 2011 to RMB233.7 million in 2012 and the increase in our effective tax rate. Our effective tax rate increased from 17.4% in 2011 to 23.2% in 2012, primarily because the benefit of the tax holiday that we enjoyed accounted for a smaller percentage of the increased taxable income.

*Net Income Attributable to Noncontrolling Interest.* Net income attributable to noncontrolling interest represents joint venture partners' share of our net income based on their equity interest in the leased hotels owned by the joint ventures. Net income attributable to noncontrolling interest increased from RMB3.3 million in 2011 to RMB4.6 million in 2012, primarily due to the increase in the net income of our majority-owned joint venture in 2012.

*Net Income Attributable to China Lodging Group, Limited.* As a result of the foregoing, we had net income attributable to China Lodging Group, Limited of RMB174.9 million in 2012 compared to net income attributable to China Lodging Group, Limited of RMB114.8 million in 2011.

*EBITDA and Adjusted EBITDA from Operating Hotels.* EBITDA (non-GAAP) was RMB562.9 million in 2012, compared with EBITDA of RMB359.3 million in 2011. Adjusted EBITDA from Operating Hotels (non-GAAP) increased from RMB559.1 million in 2011 to RMB814.4 million in 2012. This change was primarily due to the growth of our managed hotels and mature leased hotels.

## **Outstanding Indebtedness**

In September 2008, we entered into a three-year credit facility with the Industrial and Commercial Bank of China under which we can borrow up to RMB172.0 million during the term of the facility. As of December 31, 2009, we had fully drawn down the facility and repaid RMB35.0 million. In February 2010, we repaid the remaining RMB137.0 million. The weighted average interest rates were 5.72% and 5.4% for the years ended December 31, 2009 and 2010, respectively. Certain commercial properties owned by Lishan Property (Suzhou) Co., Ltd., an entity controlled by Mr. Qi Ji, our founder, executive chairman and chief executive officer, are pledged to secure such credit facility. This credit facility expired in September 2011.

In January 2010, we entered into a credit facility with the Industrial and Commercial Bank of China under which we can borrow up to RMB150.0 million by September 2011. Principal payments are due on each anniversary date with the amount payable being dependent upon amounts previously borrowed against the facility. As of December 31, 2010, we had drawn down the credit facility of RMB70.0 million and repaid RMB70.0 million and had available credit facility of RMB80.0 million for future borrowing. The weighted average interest rate for borrowings drawn under such credit was 4.86% for the year ended December 31, 2010. We did not draw down this credit facility during the year ended December 31, 2011. This credit facility is not collateralized. This credit facility expired in September 2011.

In March 2012, we entered into a credit facility with the Industrial and Commercial Bank of China under which we can draw down up to RMB500.0 million, subject to adjustment, by May 21, 2015 with the final tranche of repayment due in March 2017. The interest rate for each draw down is established on the draw-down date and is adjusted annually, based on the loan interest rate stipulated by the People's bank of China for the corresponding period. As of December 31, 2012, we had drawn down this credit facility of RMB1.0 million and repaid RMB1.0 million and RMB100.0 million of this credit facility expired. As of December 31, 2013, we had drawn down nil and had available credit facility of RMB399.0 million for future borrowing. The weighted average interest rate for borrowings drawn under such credit was 6.9% for the year ended December 31, 2012.

In September 2012, we entered into a three-year revolving credit facility with China Merchants Bank under which we can borrow up to RMB300.0 million by October 9, 2015. As of December 31, 2012 and 2013, we had drawn down this credit facility of nil and RMB104.5 million and repaid nil and RMB104.5 million, respectively. The weighted average interest rate for borrowings drawn under such credit facility was 6.0% for the year ended December 31, 2013. In December 2013, we renewed the bank credit facility under which we can borrow up to RMB500.0 million by December 11, 2016. The interest rate for this credit facility was determined on the draw-down date. As of December 31, 2013, a letter of guarantee of RMB0.7 million was issued under this credit facility, and RMB499.3 million was available for future borrowing.

In December 2012, we entered into a thirty-month credit facility with Luso International Banking Ltd. under which we can borrow up to US\$10.0 million by April 5, 2013. The interest rate for each draw-down is established on the draw-down date and is based on the twelve-Month London Interbank Offered Rate on the draw-down date plus a margin of 2.7%. Each draw-down will be guaranteed by a letter of guarantee or a stand-by letter of credit. As of December 31, 2013, we had drawn down this credit facility of US\$0.2 million and repaid US\$0.2 million. The weighted average interest rate for borrowings drawn under such credit facility was 3.54% for the year ended December 31, 2013.

In December 2013, we entered into a one-year entrusted loan agreement with a subsidiary of Ctrip.com International, Ltd., or Ctrip, and the China Construction Bank Corporation, Shanghai Minhang Subbranch, pursuant to which we can borrow up to RMB300.0 million for a period from January 6, 2014 to January 5, 2015. The interest rate of this loan is 5.4%. According to a guarantee letter between Ctrip and us, if the loan is in default, we shall settle the unpaid principal and interest with a number of our ordinary shares at market price.

## **5.B. Liquidity and Capital Resources**

Our principal sources of liquidity have been cash generated from operating activities, our sale of preferred shares, ordinary shares and convertible notes through private placements, our initial public offering and borrowings from PRC commercial banks. Our cash and cash equivalents consist of cash on hand and liquid investments which have maturities of three months or less when acquired and are unrestricted as to withdrawal or use. As of December 31, 2013, we had entered into binding contracts with lessors of 63 properties for our leased hotels under development. As of December 31, 2013, we expected to incur approximately RMB1,275.9 million of capital expenditures in connection with certain recently completed leasehold improvements and to fund the leasehold improvements of these 63 leased hotels. We intend to fund this planned expansion with our operating cash flow, our cash balance and our credit facilities.

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We have been able to meet our working capital needs, and we believe that we will be able to meet our working capital needs for at least the next 12 months with our operating cash flow, existing cash balance and our credit facilities.

The following table sets forth a summary of our cash flows for the periods indicated:

	For the Year Ended December 31,			
	2011	2012	2013	
	(RMB)	(RMB)	(RMB)	(US\$)
		(in thousands)		
Net cash provided by operating activities	458,740	715,720	1,070,169	176,779
Net cash used in investing activities	(734,577)	(1,068,130)	(1,152,248)	(190,338)
Net cash provided by financing activities	13,834	19,895	30,646	5,063
Effect of exchange rate changes on cash and cash equivalents	(16,463)	758	(976)	(161)
Net increase (decrease) in cash and cash equivalents	(278,466)	(331,757)	(52,409)	(8,657)
Cash and cash equivalents at the beginning of the year	1,060,067	781,601	449,844	74,309
Cash and cash equivalents at the end of the year	781,601	449,844	397,435	65,652

### Operating Activities

In 2011, 2012 and 2013, we financed our operating activities primarily through cash generated from operations. We currently anticipate that we will be able to meet our needs to fund operations in the next 12 months with operating cash flow.

Net cash provided by operating activities amounted to RMB1,070.2 million in 2013, primarily attributable to (i) our net income of RMB283.7 million in 2013, (ii) an add-back of RMB463.1 million in depreciation and amortization in 2013, (iii) an add-back of RMB187.2 million in deferred rent because rental accrued on a straight-line basis exceeded rental paid out of our contractual liabilities, and (iv) an increase of RMB115.8 in deferred revenue primarily attributable to one-time membership fees in connection with our HuaZhu Club loyalty program as well as advances received from customers and franchisees, partially offset by an increase of other assets of RMB50.2 million and an increase of RMB42.3 million in prepaid rent.

Net cash provided by operating activities amounted to RMB715.7 million in 2012, primarily attributable to (i) our net income of RMB179.5 million in 2012, (ii) an add-back of RMB347.6 million in depreciation and amortization in 2012, (iii) an add-back of RMB143.9 million in deferred rent because rental accrued on a straight-line basis exceeded rental paid out of our contractual liabilities, (iv) an increase of RMB90.5 million in deferred revenue primarily attributable to one-time membership fees in connection with our HuaZhu Club loyalty program as well as advances received from customers and franchisees, and (v) an increase of RMB93.2 million in prepaid rent, which partially offset factors (i) to (iv).

Net cash provided by operating activities amounted to RMB458.7 million in 2011, primarily attributable to (i) our net income of RMB118.1 million in 2011, (ii) an add-back of RMB236.9 million in depreciation and amortization in 2011, (iii) an add-back of RMB92.9 million in deferred rent because rental accrued on a straight-line basis exceeded rental paid out of our contractual liabilities (iv) an increase of RMB92.8 million in deferred revenue primarily attributable to one-time membership fees in connection with our HuaZhu Club loyalty program as well as advances received from customers and franchisees, (v) an increase of RMB75.8 million in prepaid rent, which partially offset factors (i) to (iv) and (vi) an increase of RMB35.7 million in deferred taxes, which partially offset factors (i) to (iv).

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Net cash provided by operating activities increased from RMB715.7 million in 2012 to RMB1,070.2 million in 2013, primarily due to (i) an increase in the add back of our depreciation and amortization from RMB347.6 million in 2012 to RMB463.1 million in 2013, (ii) an increase in our net income from RMB179.5 million in 2012 to RMB283.7 million in 2013 and (iii) an increase in deferred revenue from RMB90.5 million in 2012 to RMB115.8 million in 2013.

Net cash provided by operating activities increased from RMB458.7 million in 2011 to RMB715.7 million in 2012, primarily due to (i) an increase in the add back of our depreciation and amortization from RMB236.9 million in 2011 to RMB347.6 million in 2012, (ii) an increase in our net income from RMB118.1 million in 2011 to RMB179.5 million in 2012 and (iii) an increase in deferred rent from RMB92.9 million in 2011 to RMB143.9 million in 2012.

### ***Investing Activities***

Our cash used in investing activities in 2013 is primarily related to our leasehold improvements, purchase of equipment, fixtures and software used in leased hotels, acquisition of hotels and our investment in Suzhou Kangdu Property Co., Limited (“Kangdu”), Starway HK, UBOX International Holdings Co Limited (“UBOX”). In 2011, 2012 and 2013, we experienced net cash outflows from investing activities.

Net cash used in investing activities increased from RMB1,068.1 million in 2012 to RMB1,152.2 million in 2013, primarily due to (i) an increase in our purchases of property and equipment from RMB998.1 million in 2012 to RMB1,072.6 million in 2013 and (ii) an increase in our purchase of long-term investments from RMB28.1 million in 2012 to RMB54.7 million in 2013, partially offset by an increase in the amount received as a result of government zoning of RMB15.0 million in 2013.

Net cash used in investing activities increased from RMB734.6 million in 2011 to RMB1,068.1 million in 2012, primarily due to (i) an increase in our purchases of property and equipment from RMB768.8 million in 2011 to RMB998.1 million in 2012 and (ii) a decrease in our proceeds from sales of short-term investments from RMB130.0 million in 2011 to nil in 2012. The increase in our purchases of property and equipment was primarily due to (i) our accelerated expansion of our leased hotel network, and (ii) an increase in the number of our leased JI Hotels opened and under development which have a higher per room renovation cost compared with our flagship HanTing Hotel.

### ***Financing Activities***

Our major financing activities since 2011 consist of loans with PRC commercial banks.

Net cash provided by financing activities increased from RMB19.9 million in 2012 to RMB30.6 million in 2013. Net cash provided by financing activities in 2013 primarily consisted of (i) proceeds of RMB105.8 million from short-term debt, (ii) proceeds of RMB28.1 million from issuance of ordinary shares upon exercise of options and (iii) excess tax benefit from share-based compensation in the amount of RMB14.6 million, partially offset by (i) the repayment of RMB105.8 million from short-term debt, (ii) the repayment of funds advanced from noncontrolling shareholders in the amount of RMB6.6 million, (iii) acquisition of noncontrolling interest in the amount of RMB4.2 million and (iv) dividend paid to noncontrolling interest holders in the amount of RMB3.2 million.

Net cash provided by financing activities increased from RMB13.8 million in 2011 to RMB19.9 million in 2012. Net cash provided by financing activities in 2012 primarily consisted of (i) proceeds of RMB18.5 million from issuance of ordinary shares upon exercise of options, (ii) excess tax benefit from share-based compensation in the amount of RMB4.3 million and (iii) funds advanced from noncontrolling shareholders in the amount of RMB3.0 million, partially offset by the dividend paid to noncontrolling interest holders in the amount of RMB3.5 million and the repayment of funds advanced from noncontrolling shareholders in the amount of RMB2.7 million.

### ***Restrictions on Cash Transfers to Us***

We are a holding company with no material operations of our own. We conduct our operations primarily through our subsidiaries in China. As a result, our ability to pay dividends and to finance any debt we may incur depends upon dividends paid to us by our subsidiaries. If our subsidiaries or any newly formed subsidiaries incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us. In addition, our subsidiaries are permitted to pay dividends to us only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Pursuant to laws applicable to entities incorporated in the PRC, our subsidiaries in the PRC must make appropriations from after-tax profit to non-distributable reserve funds. These reserve funds include one or more of the following: (i) a general reserve, (ii) an enterprise expansion fund and (iii) a staff bonus and welfare fund. Subject to certain cumulative limits, the general reserve fund requires an annual appropriation of 10% of after-tax profit (as determined under accounting principles generally accepted in the PRC at each year-end); the other fund appropriations are at the subsidiaries' discretion. These reserve funds can only be used for the specific purposes of enterprise expansion, staff bonus and welfare, and are not distributable as cash dividends. In addition, due to restrictions on the distribution of share capital from our PRC subsidiaries, the share capital of our PRC subsidiaries is considered restricted. As a result of the PRC laws and regulations, as of December 31, 2013, approximately RMB2,140.9 million was not available for distribution to us by our PRC subsidiaries in the form of dividends, loans, or advances.

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Furthermore, under regulations of the SAFE, the Renminbi is not convertible into foreign currencies for capital account items, such as loans, repatriation of investments and investments outside of China, unless the prior approval of the SAFE is obtained and prior registration with the SAFE is made.

The EIT Law provides that enterprises established outside of China whose “de facto management bodies” are located in China are considered “resident enterprises.” Currently, there are no detailed rules or precedents governing the procedures and specific criteria for determining “de facto management body.” See “Item 10. Additional Information — E. Taxation — PRC Taxation.”

The EIT Law imposes a withholding tax of 10% on dividends distributed by a foreign-invested enterprise to its immediate holding company outside of China, if such immediate holding company is considered a “non-resident enterprise” without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company’s jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Holding companies in Hong Kong, for example, are subject to a 5% withholding tax rate. The Cayman Islands, where we are incorporated, does not have such a tax treaty with China. Thus, dividends paid to us by our subsidiaries in China may be subject to the 10% withholding tax if we are considered a “non-resident enterprise” under the EIT Law.

The EIT Law provides that PRC “resident enterprises” are generally subject to the uniform 25% enterprise income tax rate on their worldwide income. Therefore, if we are treated as a PRC “resident enterprise,” we will be subject to PRC income tax on our worldwide income at the 25% uniform tax rate, which could have an impact on our effective tax rate and an adverse effect on our net income and results of operations, although dividends distributed from our PRC subsidiaries to us would be exempt from the PRC dividend withholding tax, since such income is exempted under the EIT Law to a PRC resident recipient.

We do not expect any of such restrictions or taxes to have a material impact on our ability to meet our cash obligations.

### ***Capital Expenditures***

Our capital expenditures were incurred primarily in connection with leasehold improvements, investments in furniture, fixtures and equipment and technology, information and operational software. Our capital expenditures totaled RMB919.5 million, RMB1,200.0 million and RMB1,097.9 million in 2011, 2012 and 2013, respectively. Our capital expenditures in 2013 consist of RMB1,093.6 million in property and equipment and RMB4.3 million in software. We will continue to make capital expenditures to meet the expected growth of our operations and expect our cash balance, cash generated from our operating activities and credit facilities will meet our capital expenditure needs in the foreseeable future.

### **5.C. Research and Development, Patents and Licenses, etc.**

See “Item 4. Information on the Company — B. Business Overview — Hotel Information Platform and Operational Systems” and “— Intellectual Property”.

### **5.D. Trend Information**

One of our wholly owned subsidiaries, Hanting Technology (Suzhou) Co., Ltd., as a recognized software development entity located at Suzhou Industrial Park in Suzhou of PRC, is entitled to a two-year exemption and three-year 50% reduction starting from the first profit making year after absorbing all prior years’ tax losses. Hanting Technology (Suzhou) Co., Ltd. has entered into the first tax profitable year for the year ended December 31, 2011. Therefore, the five-year period for favourable tax treatment is from January 1, 2011 to December 31, 2015. Starting from 2016, Hanting Suzhou will be subject to statutory income tax rate of 25% unless the subsidiary becomes qualified for other preferential tax treatment. The aggregate amount and per share effect of tax holidays were as follows:

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	Year Ended December 31,		
	2011 (RMB)	2012 (RMB) (in thousands, except per share data)	2013 (RMB)
Aggregate amount	24,156	28,139	12,721
Per share effect—basic	0.10	0.12	0.05
Per share effect—diluted	0.10	0.11	0.05

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events since January 1, 2013 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

#### 5.E. Off-Balance Sheet Arrangements

Other than operating lease and purchase obligations set forth in the table under “Item 5. Operating and Financial Review and Prospects — F. Tabular Disclosure of Contractual Obligations,” we have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder’s equity, or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

#### 5.F. Tabular Disclosure of Contractual Obligations

The following table sets forth our contractual obligations as of December 31, 2013:

	Total	Payment Due in the year ending December 31,					Payment Due Thereafter
		2014	2015	2016	2017	2018	
				(In RMB millions)			
Operating Lease Obligations	18,814	1,519	1,669	1,670	1,657	1,604	10,695
Purchase Obligations	78	78	—	—	—	—	—
Total	18,892	1,597	1,669	1,670	1,657	1,604	10,695

Our operating lease obligations related to our obligations under lease agreements with lessors of our leased hotels. Our purchase obligations primarily consisted of contractual commitments in connection with leasehold improvements and installation of equipment for our leased hotels.

#### 5.G. Safe Harbor

This annual report on Form 20-F contains forward-looking statements that are based on our management’s beliefs and assumptions and on information currently available to us. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties, and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

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- our anticipated growth strategies, including developing new hotels at desirable locations in a timely and cost-effective manner and launching a new hotel brand;
- our future business development, results of operations and financial condition;
- expected changes in our revenues and certain cost or expense items;
- our ability to attract customers and leverage our brand; and
- trends and competition in the lodging industry.

In some cases, you can identify forward-looking statements by terms such as “may,” “could,” “will,” “should,” “would,” “expect,” “plan,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “future,” “is/are likely to,” “project” or “continue” or the negative of these terms or other comparable terminology. These statements are only predictions. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and which could materially affect results. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under “Item 3. Key Information — D. Risk Factors” and elsewhere in this annual report. If one or more of these risks or uncertainties occur, or if our underlying assumptions prove to be incorrect, actual events or results may vary significantly from those implied or projected by the forward-looking statements. No forward-looking statement is a guarantee of future performance.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statements are made or to reflect the occurrence of unanticipated events.

## **ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **6.A. Directors and Senior Management**

The following table sets forth the name, age and position of each of our directors and executive officers as of the date of this annual report. The business address of all of our directors and executive officers is No. 2266 Hongqiao Road, Changning District, Shanghai 200336, People’s Republic of China.

<b>Directors and Executive Officers</b>	<b>Age</b>	<b>Position/Title</b>
Qi Ji	47	Founder, Executive Chairman of the Board of Directors, Chief Executive Officer
John Jiong Wu	46	Co-founder, Independent Director
Tong Tong Zhao	47	Co-founder, Independent Director
Min Fan	48	Director
Yongjian Sun	47	Director
Yan Huang	46	Independent Director
Joseph Chow	52	Independent Director
Min (Jenny) Zhang	40	Chief Financial Officer and Chief Strategy Officer
Yunhang Xie	45	Chief Operating Officer
Hui Jin	36	Executive Vice President

*Qi Ji* is our founder and has also served as the executive chairman of our board since February 2007. He also served as our chief executive officer from 2007 to August 2009 and returned to this role in January 2012. Mr. Ji has served on the board as a director for UBOX since June 2012. He co-founded Home Inns & Hotels Management Inc., or Home Inns, and served as its chief executive officer from January 2001 to January 2005. He also co-founded Ctrip, one of the largest online travel services providers in China, in 1999, acted as its chief executive officer and president until December 2001, and currently serves on Ctrip’s board as an independent director. Prior to founding Ctrip, Mr. Ji was the chief executive officer of Shanghai Sunflower High-Tech Group, which he founded in 1997. He headed the East China Division of Beijing Zhonghua Yinghua Intelligence System Co., Ltd. from 1995 to 1997. Mr. Ji received both his Master’s and Bachelor’s degrees from Shanghai Jiao Tong University.

*John Jiong Wu*, a co-founder of our company, has served as our director since January 2007. He is the founder and Managing Partner of F&H Fund Management Pte. Ltd. He served as the Venture Partner of Northern Light Venture Capital from 2008 to 2010 and was an angel investor and the Chief Technology Officer of Alibaba Group from 2000 to 2007. Prior to joining Alibaba Group, he worked as an engineer or manager in several companies in the Silicon Valley, including Oracle and Yahoo! Inc. Mr. Wu received his Bachelor of Science in Computer Science degree from the University of Michigan.



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*Tong Tong Zhao*, a co-founder of our company, has served as our director since February 2007. She also serves as a member of the board of directors of China Education & Technology Group Limited. She was the General Manager of Shanghai Asia-Tang Health Technology Development Co., Ltd. from 2004 to 2006, the General Manager of Shanghai Hong Ying Hi-Tech Co., Ltd. from 1999 to 2001, and the Deputy General Manager of Shanghai Xie Cheng Science and Technology Co., Ltd. from 1997 to 1998. Ms. Zhao received her Master of Science degree from Shanghai Jiao Tong University and obtained her Master of Business Administration degree from McGill University.

*Min Fan* has served as our director since March 2010. He is one of the co-founders of Ctrip and has served as the vice chairman of its board of directors since March 2013, as a member of its board of director since October 2006 and as its president since February 2009. Previously, Mr. Fan served as Ctrip's chief executive officer from January 2006 to February 2013, as its chief operating officer from November 2004 to January 2006 and as its executive vice president from 2000 to November 2004. From 1997 to 2000, Mr. Fan was the chief executive officer of Shanghai Travel Service Company, a leading domestic travel agency in China. From 1990 to 1997, he served as the deputy general manager and in a number of other senior positions at Shanghai New Asia Hotel Management Company, which was one of the leading hotel management companies in China. In addition to his positions at Ctrip, Mr. Fan currently serves on the boards and compensation committees of PerfectEnergy International, Ltd., ChinaEdu Corporation and 99 Joyu Tourism Operating Group. Mr. Fan received his Master's and Bachelor's degrees from Shanghai Jiao Tong University. He also studied at the Lausanne Hotel Management School of Switzerland in 1995.

*Yongjian Sun* has served as our director since November 2013. He has several years of experience in construction and development of luxury hotels and office buildings. He is the founder of B.M. Holding Group and has served as the chairman of its board of directors since 2005. B.M. Holding Group is the owner of both Shanghai Puxi InterContinental Hotel and Shanghai Free Trade Zone Sheraton Hotel. Prior to that, Mr. Sun served Baosteel Group as senior manager of its operation department. Mr. Sun received his Executive Master's degree from China Europe International Business School. Mr. Sun also has the title of senior economist in China.

*Yan Huang* has served as our independent director since June 2007. He has been a General Partner of CDH Ventures since 2006 and was an Associated Director of Intel Capital from 2004 to 2005. Mr. Huang received his Bachelor's degree in Computer Science from Zhejiang University.

*Joseph Chow* has served as our independent director since August 2010. He has over 20 years of experience in corporate finance, financial advisory and management and has held senior executive and managerial positions in various public and private companies. Mr. Chow was recently a managing director of Moelis and Company and was previously a managing director at Goldman Sachs (Asia) LLP. Prior to that, he served as an independent financial consultant, as chief financial officer of Harbor Networks Limited, and as chief financial officer of China Netcom (Holdings) Company Limited. Prior to that, Mr. Chow served as the director of strategic planning of Bombardier Capital, Inc., as vice president of international operations of Citigroup and as the corporate auditor of GE Capital. Mr. Chow currently sits on the board as a director for Synutra International, Inc., a company listed on NASDAQ, and an independent non-executive director for Intime Department Store (Group) Co., Ltd., a company listed on the Stock Exchange of Hong Kong. Mr. Chow obtained a Bachelor of Arts degree in political science from Nanjing Institute of International Relations and a Master of Business Administration degree from the University of Maryland at College Park.

*Min (Jenny) Zhang* has served as our chief strategy officer since November 2013, our chief financial officer since March 2008 and the Executive Vice President of Finance from September 2007. Prior to joining us, she served as the Finance Director of Eli Lilly (Asia) Inc., Thailand Branch and the Chief Financial Officer of ASIMCO Casting (Beijing) Company, Ltd. She also worked previously with McKinsey & Company, Inc. as a consultant. Ms. Zhang has served on the board as a director for Synutra International, Inc. since February 2011. She obtained her Master of Business Administration degree from Harvard Business School and received both Master's and Bachelor's degrees from the University of International Business and Economics.

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*Yunhang Xie* has served as our chief operating officer since April 2012. He has more than 16 years of working experience in the IT industry. Prior to joining us, Mr. Xie held several leadership roles in Digital China Networks Co., Ltd. or DCN, a leading network equipment and solutions provider, since 2000. He acted as the General Manager of DCN from 2005 to 2012, formulating corporate development strategy and managing day-to-day operations. From 1997 to 2000, Mr. Xie served as Deputy General Manager at the network division of Lenovo Science and Technology Development Co., Ltd. Mr. Xie received a Master of Business Administration degree from Cheung Kong Graduate School of Business, and a Bachelor's degree in engineering from Shanghai Jiao Tong University.

*Hui Jin* joined us in 2005 and has served as director of our Development Department and Vice President of our Group, respectively. Mr. Jin is currently our Executive Vice President mainly responsible for overseeing the work of hotel development and construction, and franchise business. Prior to joining us, Mr. Jin worked with Home Inns & Hotels Management Inc. Mr. Jin received his Executive Master's degree from China Europe International Business School and a Bachelor of Science degree in Psychology from the East China Normal University.

### **Employment Agreements**

We have entered into an employment agreement with each of our named executive officers. Each of our named executive officers is employed for a specified time period, which will be automatically extended unless either we or the named executive officer gives prior notice to terminate such employment. We may terminate the employment for cause, at any time, without notice or remuneration, for certain acts, including but not limited to the conviction of a criminal offence and negligent or dishonest acts to our detriment. A named executive officer may terminate his or her employment at any time with a one-month prior written notice.

Each named executive officer has agreed to hold, both during and after the termination or expiry of his or her employment agreement, in strict confidence, and not to use, except as required in the performance of his or her duties in connection with the employment, any of our confidential information or trade secrets or the confidential or proprietary information of any third party received by us and for which we have confidential obligations. In addition, each named executive officer has agreed to be bound by non-competition restrictions. Specifically, each named executive officer has agreed not to, during his or her employment with us and for a period of two years following his or her termination with our company, be engaged as employee or in another capacity to participant directly or indirectly in any business that is in competition with ours. Each named executive officer also agrees to comply with all material applicable laws and regulations related to his or her responsibilities at our company as well as all material written corporate and business policies and procedures of our company.

### **6.B. Compensation**

For the fiscal year ended December 31, 2013, the aggregate cash compensation and benefits that we paid to our directors and executive officers were approximately RMB8.2 million. No pension, retirement or similar benefits have been set aside or accrued for our executive officers or directors. We have no service contracts with any of our directors providing for benefits upon termination of employment.

### **Share Incentive Plans**

In February 2007, our board of directors and our shareholders adopted our 2007 Global Share Plan to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, directors, and consultants and to promote the success of our business. Our 2007 Global Share Plan was subsequently amended in December 2007. Ten million ordinary shares may be issued under our amended and restated 2007 Global Share Plan, or the Amended and Restated 2007 Plan.

In June 2007, our board of directors and our shareholders adopted our 2008 Global Share Plan with the same purpose as our 2007 Global Share Plan. Our 2008 Global Share Plan was subsequently amended in October 2008. Seven million ordinary shares may be issued under our amended and restated 2008 Global Share Plan, or the Amended and Restated 2008 Plan.

In September 2009, our board of directors and our shareholders adopted our 2009 Share Incentive Plan with purposes similar to our 2007 Global Share Plan and 2008 Global Share Plan. Our 2009 Share Incentive Plan was subsequently amended in October 2009 and August 2010. 15 million ordinary shares may be issued under our amended 2009 Share Incentive Plan, or the Amended 2009 Plan.

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*Plan Administration.* The compensation committee appointed by our board administers all of our share incentive plans. Mr. Qi Ji has been delegated the authority to grant, in his sole discretion, option and restricted stock to be issued under our share incentive plans to any of our employees and consultants except for our directors and executive officers. The aggregate number of shares covered by any single grant he makes shall not exceed 500,000 ordinary shares.

*Types of Awards.* The following briefly describes the principal features of the various awards that may be granted under our Amended and Restated 2007 and 2008 Plans.

- *Options.* Each option agreement must specify the exercise price. The exercise price of an option must not be less than 100% of the fair market value of the underlying shares on the option grant date, and a higher percentage may be required. The term of an option granted under the Amended and Restated 2007 and 2008 Plans must not exceed ten years from the date the option is granted, and a shorter term may be required.
- *Share Purchase Rights.* A share purchase right is a right to purchase restricted stock. Each share purchase right under the Amended and Restated 2007 and 2008 Plans must be evidenced by a restricted stock purchase agreement between the purchaser and us. The purchase price will be determined by the administrator. The share purchase rights will automatically expire if not exercised by the purchaser within 30 days after the grant date.

The following briefly describes the principal features of the various awards that may be granted under our Amended 2009 Plan:

- *Options.* The purchase price per share under an option will be determined by a committee appointed by our board and set forth in the award agreement. The term of an option granted under the Amended 2009 Plan must not exceed ten years from the grant date, and a shorter term may be required.
- *Restricted Stock and Restricted Stock Units.* An award of restricted stock is a grant of our ordinary shares subject to restrictions the committee appointed by our board may impose. A restricted stock unit is a contractual right that is denominated in our ordinary shares, each of which represents a right to receive the value of a share or a specified percentage of such value upon the terms and conditions set forth in the Amended 2009 Plan and the applicable award agreement.
- *Other Stock-based Awards.* The committee is authorized to grant other stock-based awards that are denominated or payable in or otherwise related to our ordinary shares such as stock appreciation rights and rights to dividends and dividend equivalents. Terms and conditions of such awards will be determined by the committee appointed by our board. Unless the awards are granted in substitution for outstanding awards previously granted by an entity that we acquired or combined, the value of the consideration for the ordinary shares to be purchased upon the exercise of such awards shall not be less than the fair market value of the underlying ordinary shares on the grant date.

*Vesting Schedule.* As of the date of this annual report, we have entered into option agreements and restricted stock award agreements respectively under our Amended and Restated 2007 and 2008 Plans and our Amended 2009 Plan. Pursuant to our typical option agreement, 50% of the options granted shall vest on the second anniversary of the vesting commencement date specified in the corresponding option agreement, and 1/48 of the options shall vest each month thereafter over the next two years on the first day of each month, subject to the optionee's continuing to provide services to us. Pursuant to each restricted stock award agreement, 50% of the restricted stock granted shall vest on the second anniversary of the vesting commencement date specified in the corresponding restricted stock award agreement, and 1/8 of the restricted stock shall vest each six-month period thereafter over the next two years on the last day of each six-month period, subject to the grantee's continuing to provide services to us.

*Termination of the Amended and Restated 2007 and 2008 Plans and the Amended 2009 Plan.* Our Amended and Restated 2007 and 2008 Plans and our Amended 2009 Plan will terminate in 2017, 2018 and 2019, respectively. Our board of directors may amend, suspend, or terminate our Amended and Restated 2007 and 2008 Plans and our Amended 2009 Plan at any time. No amendment, alteration, suspension, or termination of these plans shall materially and adversely impair the rights of any participant with respect to an outstanding award, unless mutually agreed otherwise between the participant and the administrator.

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The following tables summarize options and restricted stocks that we have granted to our directors and executive officers and to other individuals as a group under our share incentive plans.

Name	Ordinary Shares Underlying Options Awarded <sup>(1)</sup>	Exercise Price (US\$/Share)	Date of Grant	Date of Expiration
Qi Ji	400,000	1.53	October 1, 2009	October 1, 2019
	755,676 <sup>(2)</sup>	2.76	July 17, 2012	July 17, 2018
Tong Tong Zhao	100,000	1.53	October 1, 2009	October 1, 2019
John Jiong Wu	100,000	1.53	October 1, 2009	October 1, 2019
Yan Huang	*	1.53	October 1, 2009	October 1, 2019
Tuo (Matthew) Zhang**	*	1.40/	July 1, 2007/	July 1, 2017/
		1.53/	August 3, 2009/	August 3, 2019/
		1.53	November 20, 2009	November 20, 2019
Min (Jenny) Zhang	*	1.40/	October 1, 2007/	October 1, 2017/
		1.53	November 20, 2009	November 20, 2019
		2.76	July 17, 2012	July 17, 2018
Yunhang Xie	*	2.76	July 17, 2012	July 17, 2018
Hui Jin	*	0.50/	February 4, 2007/	February 4, 2017/
		4.265	March 31, 2011	March 31, 2017
Other individuals as a group	13,008,803	0.50-4.75	February 4, 2007 — January 20, 2012	February 4, 2017 — July 20, 2020

Name	Ordinary Shares Underlying Restricted Stocks Awarded	Date of Grant
Qi Ji	200,000	August 6, 2011
	649,009 <sup>(2)</sup>	July 17, 2012
Min (Jenny) Zhang	*	July 17, 2012
Yunhang Xie	*	July 17, 2012
Joseph Chow	*	August 8, 2013
Hui Jin	*	March 31, 2011/ July 2, 2012/ July 1, 2013
Other individuals as a group	2,114,702	February 7, 2011 — December 30, 2013

\* Upon exercise of all options granted, would beneficially own less than 1% of our outstanding ordinary shares.

\*\* Resigned as vice chairman of the board of directors of our company in November 2013

- (1) Includes options to purchase an aggregate of 4,414,375 ordinary shares that have been exercised by certain officers and options to purchase an aggregate of 9,572,794 ordinary shares that have been exercised by certain employees.
- (2) The number of ordinary shares underlying options and restricted stocks awarded will vary depending upon whether certain performance conditions and market conditions are satisfied.

## 6.C. Board Practices

### General

Our board of directors currently consists of seven directors. Under our amended and restated memorandum and articles of association, which came into effect upon our initial public offering, our board of directors shall consist of at least two directors. Our directors shall be elected by the holders of ordinary shares. There is no shareholding requirement for qualification to serve as a member of our board of directors.

Our board of directors may exercise all the powers of the company to borrow money, mortgage or charge its undertaking, property and uncalled capital, and issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the company or of any third party.

We believe that each of Ms. Tong Tong Zhao, Mr. John Jiong Wu, Mr. Joseph Chow and Mr. Yan Huang are an “independent director” as that term is used in NASDAQ corporate governance rules.

## **Duties of Directors**

Under Cayman Islands law, our directors have a duty of loyalty to act honestly in good faith with a view to our best interests. Our directors also have a duty to exercise the skill they actually possess and such care and diligence that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association.

## **Terms of Directors and Executive Officers**

Each of our directors holds office until a successor has been duly elected and qualified. All of our executive officers are appointed by and serve at the discretion of our board of directors.

## **Board Committees**

We have established two committees under the board of directors — the audit committee and the compensation committee. We have adopted a charter for each of the board committees. Each committee's members and functions are described below. We currently do not plan to establish a nominations committee. As a foreign private issuer, we are permitted to follow home country corporate governance practices under Rule 5615(a)(3) of the NASDAQ Marketplace Rules. This home country practice of ours differs from Rule 5605(e) of the NASDAQ Marketplace Rules regarding implementation of a nominations committee, because there are no specific requirements under Cayman Islands law on the establishment of a nominations committee.

### *Audit Committee*

Our audit committee consists of three directors, namely Mr. John Jiong Wu, Mr. Joseph Chow and Mr. Yan Huang. All of these three directors satisfy the "independence" requirements of the NASDAQ Global Select Market and the SEC regulations. In addition, our board of directors has determined that Mr. Joseph Chow is qualified as an audit committee financial expert within the meaning of the SEC regulations. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- selecting the independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- setting clear hiring policies for employees or former employees of the independent auditors;
- reviewing with the independent auditors any audit problems or difficulties and management's response;
- reviewing and approving all proposed related-party transactions;
- discussing the annual audited financial statements with management and the independent auditors;
- discussing with management and the independent auditors major issues regarding accounting principles and financial statement presentations;
- reviewing reports prepared by management or the independent auditors relating to significant financial reporting issues and judgments;
- reviewing with management and the independent auditors related-party transactions and off-balance sheet transactions and structures;
- reviewing with management and the independent auditors the effect of regulatory and accounting initiatives and actions;
- reviewing policies with respect to risk assessment and risk management;
- reviewing our disclosure controls and procedures and internal control over financial reporting;
- timely reviewing reports from the independent auditors regarding all critical accounting policies and practices to be used by our company, all alternative treatments of financial information within GAAP that have been discussed with management and all other material written communications between the independent auditors and management;
- establishing procedures for the receipt, retention and treatment of complaints received from our employees regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- such other matters that are specifically delegated to our audit committee by our board of directors from time to time; and
- meeting separately, periodically, with management, the internal auditors and the independent auditors.

### ***Compensation Committee***

Our compensation committee consists of Mr. John Jiong Wu, Mr. Joseph Chow and Mr. Yan Huang. All of these three directors satisfy the “independence” requirements of NASDAQ Marketplace Rules and the SEC regulations. Our compensation committee assists the board in reviewing and approving the compensation structure of our directors and executive officers, including all forms of compensation to be provided to our directors and executive officers. The compensation committee is responsible for, among other things:

- reviewing and approving the compensation for our senior executives;
- reviewing and evaluating our executive compensation and benefits policies generally;
- reporting to our board of directors periodically;
- evaluating its own performance and reporting to our board of directors on such evaluation;
- periodically reviewing and assessing the adequacy of the compensation committee charter and recommending any proposed changes to our board of directors; and
- such other matters that are specifically delegated to the compensation committee by our board of directors from time to time.

### **6.D. Employees**

We had 10,694, 12,833 and 14,102 employees as of December 31, 2011, 2012 and 2013, respectively. As of December 31, 2013, 6,598 of our 14,102 employees were contracted through third-party human resources companies. We recruit and directly train and manage all of our employees. We believe that we maintain a good working relationship with our employees and we have not experienced any significant labor disputes. Our employees have not entered into any collective bargaining agreements.

### **6.E. Share Ownership**

The following table sets forth information with respect to the beneficial ownership, within the meaning of Rule 13d-3 under the Exchange Act, of our ordinary shares, as of March 31, 2014 by:

- each of our directors and executive officers; and
- each person known to us to own beneficially more than 5% of our ordinary shares.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes voting or investment power with respect to the ordinary shares. Except as indicated below, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them.

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	Ordinary Shares Beneficially Owned <sup>(1)</sup>	
	Number	%
Directors and Executive Officers:		
Qi Ji	107,473,461 <sup>(2)</sup>	43.2
Tong Tong Zhao	32,880,612 <sup>(3)</sup>	13.2
John Jiong Wu	9,733,333	3.9
Min Fan	22,049,446 <sup>(4)</sup>	8.9
Yan Huang	*	*
Joseph Chow	*	*
Yongjian Sun	—	—
Min (Jenny) Zhang	*	*
Yunhang Xie	*	*
All Directors and Executive Officers as a Group	140,309,332 <sup>(5)</sup>	56.7
Principal Shareholders:		
Winner Crown Holdings Limited	74,167,849 <sup>(6)</sup>	29.8
East Leader International Limited	32,780,612 <sup>(7)</sup>	13.2
Ctrip.com International, Ltd.	22,049,446 <sup>(8)</sup>	8.9

\* Less than 1%.

- (1) The number of ordinary shares outstanding in calculating the percentages for each listed person or group includes the ordinary shares underlying options held by such person or group exercisable within 60 days after March 31, 2014. Percentage of beneficial ownership of each listed person or group is based on (i) 248,528,045 ordinary shares outstanding as of March 31, 2014, including 366,478 shares of restricted stock and (ii) the ordinary shares underlying share options exercisable by such person within 60 days after March 31, 2014.
- (2) Includes (i) 74,167,849 ordinary shares held by Winner Crown Holdings Limited, or Winner Crown, a British Virgin Islands company wholly owned by Sherman Holdings Limited, a Bahamas company, which is in turn wholly owned by Credit Suisse Trust Limited, or CS Trustee. CS Trustee acts as trustee of the Ji Family Trust, of which Mr. Qi Ji and his family members are the beneficiaries, (ii) 400,000 ordinary shares issuable upon exercise of options held by Mr. Qi Ji that are exercisable within 60 days after March 31, 2014, (iii) 125,000 shares of restricted stock held by Mr. Ji, (iv) 15,000,000 ordinary shares held by East Leader International Limited, or East Leader, a British Virgin Islands company, over which Mr. Ji has voting power pursuant to a power of attorney dated February 25, 2010, and (v) 4,000,000 Restricted ADSs representing 16,000,000 ordinary shares, 5,153 ADSs representing 20,612 ordinary shares and 1,760,000 ordinary shares held by East Leader, over which Mr. Ji has voting power pursuant to a power of attorney dated February 12, 2014. East Leader is wholly owned by Perfect Will Holdings Limited, or Perfect Will, a British Virgin Islands company, which is in turn wholly owned by Asia Square Holdings Ltd., or Asia Square, as nominee for Sarasin Trust Company (Singapore) Limited, or Sarasin Trust. Sarasin Trust acts as trustee of the Tanya Trust, of which Ms. Tong Tong Zhao and her family members are the beneficiaries.
- (3) Includes (i) 100,000 ordinary shares issuable upon exercise of options held by Ms. Tong Tong Zhao that are exercisable within 60 days after March 31, 2014, and (ii) 4,000,000 Restricted ADSs representing 16,000,000 ordinary shares, 5,153 ADSs representing 20,612 ordinary shares and 16,760,000 ordinary shares held by East Leader, a British Virgin Islands company wholly owned by Perfect Will, a British Virgin Islands company, which is in turn wholly owned by Asia Square, as nominee for Sarasin Trust. Sarasin Trust acts as trustee of the Tanya Trust, of which Ms. Tong Tong Zhao and her family members are the beneficiaries. Ms. Zhao is the sole director of East Leader.
- (4) Includes (i) 7,202,482 ordinary shares that Ctrip purchased from us, (ii) an aggregate of 11,646,964 of our ordinary shares that Ctrip purchased from the Chengwei Funds, CDH Courtyard Limited, the IDG Funds, the Northern Light Funds and Pinpoint Capital 2006 A Limited, and (iii) 800,000 ADSs representing 3,200,000 ordinary shares that Ctrip subscribed in our initial public offering. By virtue of being the vice chairman of the board of directors and president of Ctrip, Mr. Fan may be deemed to beneficially own an aggregate of 22,049,446 ordinary shares. Mr. Fan disclaims beneficial ownership of the shares beneficially owned by Ctrip except to the extent of his pecuniary interests therein. Mr. Fan's business address is 99 Fu Quan Road, Shanghai 200335, People's Republic of China.
- (5) Includes ordinary shares and ordinary shares issuable upon exercise of all of the options that are exercisable within 60 days after March 31, 2014 held by all of our directors and executive officers as a group.

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- (6) Winner Crown is a British Virgin Islands company wholly owned by Sherman Holdings Limited, a Bahamas company, which is in turn wholly owned by Credit Suisse Trust Limited, or CS Trustee. CS Trustee acts as trustee of the Ji Family Trust, of which Mr. Qi Ji, our founder and executive chairman, and his family members, are the beneficiaries. Mr. Ji is the sole director of Winner Crown. The address of Winner Crown is Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.
- (7) East Leader is a British Virgin Islands company wholly owned by Perfect Will Holdings Limited, a British Virgin Islands company, which is in turn wholly owned by Bank Sarasin Nominees (CI) Limited, as nominee for Sarasin Trust Company Guernsey Limited, or Sarasin Trust. Sarasin Trust acts as trustee of the Tanya Trust, of which Ms. Tong Tong Zhao and her family members, are the beneficiaries. Ms. Zhao is the sole director of East Leader. The address of East Leader is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.
- (8) Includes (i) 7,202,482 ordinary shares that Ctrip purchased from us, (ii) an aggregate of 11,646,964 of our ordinary shares that Ctrip purchased from the Chengwei Funds, CDH Courtyard Limited, the IDG Funds, the Northern Light Funds and Pinpoint Capital 2006 A Limited, and (iii) 800,000 ADSs representing 3,200,000 ordinary shares that Ctrip subscribed in our initial public offering. Ctrip is a Cayman Islands company and its address is 99 Fu Quan Road, Shanghai 200335, People's Republic of China.

As of March 31, 2014, we had 248,528,045 ordinary shares issued and outstanding. To our knowledge, we had only two record shareholders in the United States, including Citibank, N.A., which is the depository of our ADS program and held approximately 46.2% of our total outstanding ordinary shares under our ADS program and the depository of our restricted ADS program and held approximately 6.4% of our total outstanding ordinary shares under our restricted ADS program. The number of beneficial owners of our ADSs in the United States is likely to be much larger than the number of record holders of our ordinary shares in the United States.

None of our existing shareholders has different voting rights from other shareholders since the closing of our initial public offering. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

## **ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

### **7.A. Major Shareholders**

Please refer to “Item 6. Directors, Senior Management and Employees — E. Share Ownership.”

### **7.B. Related Party Transactions**

#### **Transactions with Suzhou Property**

We conduct transactions in the ordinary course of our business with Suzhou Property, a subsidiary of Powerhill, which was owned by Mr. Qi Ji and Ms. Tong Tong Zhao until January 2010 and was wholly owned by Mr. Qi Ji from January 2010 to August 2011.

Prior to Powerhill's transfer in February 2007 of all of its ownership interests in HanTing Xingkong and Shanghai HanTing to us in exchange for our preferred shares, Powerhill conducted its operations through three wholly owned subsidiaries in the PRC, namely HanTing Xingkong, Shanghai HanTing and Suzhou Property. After such exchange, each of HanTing Xingkong and Shanghai HanTing became our wholly owned subsidiary while Suzhou Property remains a wholly owned subsidiary of Powerhill. See “Item 4. Information on the Company — A. History and Development of the Company.”

We entered into lease agreements with Suzhou Property to lease three hotel buildings owned by Suzhou Property. We paid rents under these leases in amounts similar to what an unrelated third party would pay for such leases. In 2009 and 2010, the aggregate amount we paid for rent to Suzhou Property was RMB3.6 million and RMB3.6 million, respectively.

In August 2011, Mr. Qi Ji sold all the equity interests in Powerhill to certain third parties. As a result, Suzhou Property ceased to be a related party for us. The aggregate amount we paid for rent to Suzhou Property was RMB2.3 million for the eight-month period ended August 31, 2011.



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Certain commercial buildings of Suzhou Property were pledged as collateral to secure our credit facility with a maximum amount of RMB172.0 million with the Industrial and Commercial Bank of China in 2008 and 2009.

### **Transactions with Ctrip**

We conduct transactions in the ordinary course of our business with Ctrip.com International, Ltd., or Ctrip, an entity in which Mr. Qi Ji, our founder, is a co-founder, shareholder and independent director. Ctrip rendered reservation services to us to facilitate our customers in making reservations at our hotels from Ctrip's hotel booking system. In 2011, 2012 and 2013, the aggregate commission fees of our leased hotels paid to Ctrip.com for its reservation services amounted to RMB8.0 million, RMB10.9 million and RMB17.1 million, respectively.

In a private placement before our initial public offering in 2010, Ctrip purchased 7,202,482 ordinary shares from us and an aggregate of 11,646,964 of our ordinary shares from the Chengwei Funds, CDH Courtyard Limited, the IDG Funds, the Northern Light Funds and Pinpoint Capital 2006 A Limited at a price equal to the initial public offering price per share. The investments by Ctrip were made pursuant to transactions exempt from registration under the Securities Act. In connection with these transactions, Ctrip was granted registration rights substantially similar to those granted to certain holders of our registrable securities under our amended and restated shareholders agreement. In addition, we have granted Ctrip the right to nominate one person to serve on our board as long as Ctrip and its affiliates continuously maintain (i) at least 5% of our total outstanding ordinary shares in the three years following the closing of our initial public offering and (ii) at least 8% of our total outstanding ordinary shares thereafter. In addition, Ctrip subscribed a total of 800,000 ADSs in our initial public offering at the initial public offering price. The ADSs issued and sold to Ctrip are on the same terms as the other ADSs being offered in our initial public offering. Ctrip and one of our competitors, Home Inns, share two directors between their boards.

On April 15, 2012, we entered into a definitive agreement to acquire a 51% equity interest of Starway HK from C-Travel International Limited, or C-Travel, a wholly-owned subsidiary of Ctrip. The base acquisition price was RMB17.3 million in cash, which was funded with cash on hand. The acquisition of the 51% equity interest in Starway HK became effective in May 2012. In addition, in December 2013, we acquired the remaining 49% equity interest of Starway HK from C-Travel. The acquisition price was RMB16.5 million, RMB4.2 million paid in cash in December 2013 and RMB12.3 million included in payables as of December 31, 2013. We will retain the Starway brand and we plan to continue to open new hotels under the Starway brand in the foreseeable future. We introduced the lease and manachise models to the Starway brand and gradually converted the franchised hotels Starway HK had before our acquisition to manachised or leased hotels where appropriate. We also terminated certain franchise agreements in cases where the franchised hotels could not meet the new Starway brand standards or the franchisees did not accept certain changes we made to the franchise agreement after the acquisition. We integrated most of Starway Hotels' support functions into our existing corporate platform and significantly reduced the personnel and other operating costs for Starway HK.

In December 2013, we entered into a one-year entrusted loan agreement with a subsidiary of Ctrip.com International, Ltd., or Ctrip, and the China Construction Bank Corporation, Shanghai Minhang Subbranch, pursuant to which we can borrow up to RMB300.0 million for a period from January 6, 2014 to January 5, 2015. The interest rate of this loan is 5.4%. According to a guarantee letter between Ctrip and us, if the loan is in default, we shall settle the unpaid principal and interest with a number of our ordinary shares at market price.

### **Investment in UBOX**

One of our directors, Mr. John Jiong Wu, owns and controls Whistling Kite Limited. In April, 2012, one of our wholly owned subsidiaries, China Lodging HK, together with Whistling Kite Limited, entered into a definitive agreement with UBOX and certain other parties, to subscribe for preferred shares of UBOX. Pursuant to this definition agreement, China Lodging HK invested US\$4.4 million in return for an approximately 4.3% equity interest in UBOX in June 2012. Mr. Qi Ji, our founder, executive chairman and chief executive officer, has served as a member of the board of directors of UBOX since June 2012. In December 2012, we purchased a convertible promissory note in the amount of US\$1.3 million from UBOX. UBOX engages mainly in the vending machine business. In December 2013, we converted the principal of promissory note to 8,530,731 ordinary shares of UBOX. In August 2013, we purchased additional convertible promissory note of US\$0.7 million from UBOX. The interest income of the convertible promissory note was RMB1.4 million for the year ended December 31, 2013. With over 15,000 vending machines in operation across 43 cities in China as of December 31, 2013, UBOX is one of the largest vending machine operators in China. We believe UBOX's operations have potential synergies with our operations. Under our cooperation with UBOX in operating vending machines, the service fee we've charged amounted to RMB0.8 million for the year ended December 31, 2013.

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**Transaction with Yibang**

In May 2013, we acquired 30% equity interest in Lijiang Yibang Changchunteng Hotel Co., Limited (“Yibang”) and consider Yibang as a joint venture. We provided reservation, system maintenance and other support service to the hotel and charged service fee of RMB0.2 million for the year ended December 31, 2013.

**Employment Agreements**

See “Item 6. Directors, Senior Management and Employees — A. Directors and Senior Management — Employment Agreements” for a description of the employment agreements we have entered into with our senior executive officers.

**Share Incentives**

See “Item 6. Directors, Senior Management and Employees — B. Compensation of Directors and Executive Officers — Share Incentive Plans” for a description of share options we have granted to our directors, officers and other individuals as a group.

**7.C. Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION**

**8.A. Consolidated Statements and Other Financial Information**

**8.A.1.** See “Item 18. Financial Statements” for our audited consolidated financial statements.

**8.A.2.** See “Item 18. Financial Statements” for our audited consolidated financial statements, which cover the last three financial years.

**8.A.3.** See page F-2 for the report of our independent registered public accounting firm.

**8.A.4.** Not applicable.

**8.A.5.** Not applicable.

**8.A.6.** Not applicable.

**8.A.7.** See “Item 4. Information on the Company — B. Business Overview — Legal and Administrative Proceedings.”

**8.A.8.** Dividend Policy

We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business. We had never declared or paid dividends prior to December 31, 2013 and we do not have any plan to declare or pay any dividends in the near future.

Our board of directors has complete discretion in deciding whether to distribute dividends. Even if our board of directors decides to pay dividends, the timing, amount and form of future dividends, if any, will depend on, among other things, our future results of operations and cash flow, our capital requirements and surplus, the amount of distributions, if any, received by us from our subsidiaries, our financial condition, contractual restrictions and other factors deemed relevant by our board of directors.

If we pay any dividends, our ADS holders will be entitled to such dividends to the same extent as holders of our ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

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We are a holding company with no material operations of our own. We conduct our operations primarily through our subsidiaries in China. As a result, our ability to pay dividends and to finance any debt we may incur depends upon dividends paid to us by our subsidiaries. If our subsidiaries or any newly formed subsidiaries incur debt on their own behalf in the future, the instruments governing their debt may restrict their ability to pay dividends to us. In addition, our subsidiaries are permitted to pay dividends to us only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Pursuant to laws applicable to entities incorporated in the PRC, our subsidiaries in the PRC must make appropriations from after-tax profit to non-distributable reserve funds. These reserve funds include one or more of the following: (i) a general reserve, (ii) an enterprise expansion fund and (iii) a staff bonus and welfare fund. Subject to certain cumulative limits, the general reserve fund requires an annual appropriation of 10% of after-tax profit (as determined under accounting principles generally accepted in the PRC at each year-end); the other fund appropriations are at the subsidiaries' discretion. These reserve funds can only be used for specific purposes of enterprise expansion, staff bonus and welfare, and are not distributable as cash dividends.

### 8.B. Significant Changes

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

## ITEM 9. THE OFFER AND LISTING

### 9.A. Offering and Listing Details

Our ADSs have been listed on the NASDAQ Global Select Market under the symbol "HTHT" since March 26, 2010. The table below sets forth, for the periods indicated, the high and low market prices on the NASDAQ Global Select Market for our ADSs.

	High	Low
2010 (from March 26)	US\$ 27.50	US\$ 13.49
2011	24.47	12.00
2012	17.55	10.51
First quarter	15.97	11.55
Second quarter	13.47	10.73
Third quarter	16.91	10.51
Fourth quarter	17.55	13.90
2013	32.29	14.75
First quarter	19.93	15.36
Second quarter	17.00	14.75
Third quarter	20.48	15.38
Fourth quarter	32.29	18.56
October	23.40	18.56
November	27.00	21.56
December	32.29	24.11
2014		
First quarter	31.25	22.16
January	31.25	25.05
February	29.00	25.26
March	30.11	22.16
April (through April 16, 2014)	24.90	23.06

### 9.B. Plan of Distribution

Not applicable.

### 9.C. Markets

The principal trading market for our shares is the NASDAQ Global Select Market, on which our shares are traded in the form of ADSs.

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**9.D. Selling Shareholders**

Not applicable.

**9.E. Dilution**

Not applicable.

**9.F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**10.A. Share Capital**

Not applicable.

**10.B. Memorandum and Articles of Association**

We incorporate by reference into this annual report the description of our amended and restated memorandum and articles of association contained in our registration statement on Form F-1 (File No. 333-165247) originally filed with the Securities and Exchange Commission on March 5, 2010, as amended. Our shareholders adopted our amended and restated memorandum and articles of association by a special resolution on March 12, 2010 and further amended our amended and restated memorandum and articles of association by a special resolution on November 21, 2012.

**10.C. Material Contracts**

We have not entered into any material contracts other than in the ordinary course of business and other than those described in Item 4, “Information on the Company” and in Item 7, “Major Shareholders and Related Party Transactions” or elsewhere in this annual report.

**10.D. Exchange Controls**

See “Item 4. Information on the Company — B. Business Overview — Regulation — Regulations on Foreign Currency Exchange.”

**10.E. Taxation**

The following summary of the material Cayman Islands, People’s Republic of China and United States federal income tax consequences of an investment in our ADSs or ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change. This summary does not deal with all possible tax consequences relating to an investment in our ADSs or ordinary shares, such as the tax consequences under state, local and other tax laws.

**Cayman Islands Taxation**

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, brought to, or produced before a court of the Cayman Islands. The Cayman Islands is not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

## PRC Taxation

### *PRC taxation on us*

On March 16, 2007, the National People's Congress, the Chinese legislature, passed the *Enterprise Income Tax Law*, and on December 6, 2007, the PRC State Council issued the *Implementation Regulations of the Enterprise Income Tax Law*, both of which became effective on January 1, 2008. The Enterprise Income Tax Law and its Implementation Regulations, or the EIT Law, applies a uniform 25% enterprise income tax rate to both foreign-invested enterprises and domestic enterprises. There is a transition period for enterprises, whether foreign-invested or domestic, which currently receive preferential tax treatments granted by relevant tax authorities. Enterprises that are subject to an enterprise income tax rate lower than 25% may continue to enjoy the lower rate and gradually transfer to the new tax rate within five years after the effective date of the EIT Law. Enterprises that are currently entitled to exemptions or reductions from the standard income tax rate for a fixed term may continue to enjoy such treatment until the fixed term expires. Preferential tax treatments will continue to be granted to industries and projects that are strongly supported and encouraged by the state, and enterprises classified as "high and new technology enterprises strongly supported by the state" are entitled to a 15% enterprise income tax rate.

The EIT Law provides that enterprises established outside of China whose "de facto management bodies" are located in China are considered "resident enterprises." The "de facto management body" is defined as the organizational body that effectively exercises overall management and control over production and business operations, personnel, finance and accounting, and properties of the enterprise. Currently, there are no detailed rules or precedents governing the procedures and specific criteria for determining "de facto management body." The State Administration of Taxation, or the SAT, issued the *Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies*, or Circular 82, on April 22, 2009. Circular 82 provides certain specific criteria for determining whether the "de facto management body" of a PRC-controlled offshore incorporated enterprise is located in China, which include: (a) the location where senior management members responsible for an enterprise's daily operations discharge their duties; (b) the location where financial and human resource decisions are made or approved by organizations or persons; (c) the location where the major assets and corporate documents are kept; and (d) the location where more than half (inclusive) of all directors with voting rights or senior management have their habitual residence. In addition, the SAT issued the *Administrative Measures on Income Taxes of Chinese-controlled Offshore Incorporated Resident Enterprises (Trial Implementation)*, or Tax Trial Measures, on July 27, 2011, effective September 1, 2011, providing more guidance on the implementation of Circular 82. The Tax Trial Measures clarify matters including resident status determination, post-determination administration and competent tax authorities. Both Circular 82 and the Tax Trial Measures apply only to offshore enterprises controlled by PRC enterprises or PRC enterprise groups and not applicable to our case. But the determining criteria set forth in Circular 82 and the Tax Trial Measures may reflect the SAT's general position on how the "de facto management body" test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises or PRC enterprise groups or by PRC or foreign individuals. As such, it is still unclear if the PRC tax authorities would determine that, notwithstanding our status as the Cayman Islands holding company of our operating business in China, we should be classified as a PRC "resident enterprise."

The EIT Law imposes a withholding tax of 10% on dividends distributed by a foreign-invested enterprise to its immediate holding company outside of China, if such immediate holding company is considered a "non-resident enterprise" without any establishment or place within China or if the received dividends have no connection with the establishment or place of such immediate holding company within China, unless such immediate holding company's jurisdiction of incorporation has a tax treaty with China that provides for a different withholding arrangement. Holding companies in Hong Kong, for example, are subject to a 5% withholding tax rate if the holding companies are the beneficial owners of the dividends. The Cayman Islands, where we are incorporated, does not have such a tax treaty with China. Thus, dividends paid to us by our subsidiaries in China may be subject to the 10% withholding tax if we are considered a "non-resident enterprise" under the EIT Law.

The EIT Law provides that PRC "resident enterprises" are generally subject to the uniform 25% enterprise income tax rate on their worldwide income. Therefore, if we are treated as a PRC "resident enterprise," we will be subject to PRC income tax on our worldwide income at the 25% uniform tax rate, which could have an impact on our effective tax rate and an adverse effect on our net income and results of operations, although dividends distributed from our PRC subsidiaries to us would be exempt from the PRC dividend withholding tax, since such income is exempted under the EIT Law to a PRC resident recipient. However, if we are required under the EIT Law to pay income tax on any dividends we receive from our subsidiaries, our income tax expenses will increase and the amount of dividends, if any, we may pay to our shareholders and ADS holders may be materially and adversely affected.

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### ***PRC taxation of our overseas shareholders***

Under the EIT Law, PRC withholding tax at the rate of 10% is applicable to dividends payable to investors that are “non-resident enterprises,” which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Similarly, any gain realized on the transfer of ADSs or ordinary shares by such investors is also subject to 10% PRC withholding tax if such gain is regarded as income derived from sources within the PRC. Therefore, if we are considered a PRC “resident enterprise,” dividends we pay to non-resident enterprise investors with respect to our ADSs or ordinary shares and the gains realized from the transfer of our ADSs or ordinary shares may be considered as income derived from sources within the PRC and be subject to PRC withholding tax at a rate of 10% or lower, subject to the provisions of any applicable bilateral tax treaty. The double taxation treaty between the PRC and the United States, or the Treaty, does not reduce the 10% tax rate.

Moreover, non-resident individual investors are required to pay PRC individual income tax on dividends payable to the investors or any capital gains realized from the transfer of ADSs or ordinary shares if such gains are deemed income derived from sources within the PRC. Under the PRC Individual Income Tax Law, or IITL, non-resident individual refers to an individual who has no domicile in China and does not stay in the territory of China or who has no domicile in China and has stayed in the territory of China for less than one year. Pursuant to the IITL and its implementation rules, for purposes of the PRC capital gains tax, the taxable income will be the balance of the total income realized from the transfer of the ADSs or ordinary shares minus all the costs and expenses that are permitted under PRC tax laws to be deducted from the income. Therefore, if we are considered as a PRC “resident enterprise” and dividends we pay with respect to our ADSs or ordinary shares and the gains realized from the transfer of our ADSs or ordinary shares are considered income derived from sources within the PRC by relevant competent PRC tax authorities, such dividends and gains earned by non-resident individuals may also be subject to PRC withholding tax.

### **U.S. Federal Income Tax Considerations**

The following is a description of the material U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of ordinary shares or ADSs, but it does not purport to be a comprehensive description of all tax considerations that may be relevant to a particular person’s decision to own such ordinary shares or ADSs. This discussion applies only to a U.S. Holder that holds ordinary shares or ADSs as capital assets for tax purposes. In addition, it does not describe all of the tax consequences that may be relevant in light of the U.S. Holder’s particular circumstances, including alternative minimum tax consequences, the potential application of the provisions of the Internal Revenue Code of 1986, as amended (the “Code”), known as the Medicare contribution tax and tax consequences applicable to U.S. Holders subject to special rules, such as:

- certain financial institutions;
- dealers or traders in securities who use a mark-to-market method of tax accounting;
- persons holding ordinary shares or ADSs as part of a straddle, wash sale, conversion transaction or integrated transaction or persons entering into a constructive sale with respect to the ordinary shares or ADSs;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities, including “individual retirement accounts” or “Roth IRAs”;
- persons that own or are deemed to own ten percent or more of our voting stock;
- persons who acquired our ordinary shares or ADSs pursuant to the exercise of an employee stock option or otherwise as compensation; or
- persons holding shares in connection with a trade or business conducted outside of the United States.

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If an entity that is classified as a partnership for U.S. federal income tax purposes owns ordinary shares or ADSs, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships owning ordinary shares or ADSs and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of owning and disposing of the ordinary shares or ADSs.

This discussion is based on the Code, administrative pronouncements, judicial decisions, final, temporary and proposed Treasury regulations, all as of the date hereof, any of which is subject to change, possibly with retroactive effect. It is also based in part on representations by the depository and assumes that each obligation under the deposit agreement and any related agreement will be performed in accordance with its terms.

A “U.S. Holder” is a holder who, for U.S. federal income tax purposes, is a beneficial owner of ordinary shares or ADSs and is:

- a citizen or individual resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

In general, a U.S. Holder who owns ADSs will be treated as the owner of the underlying shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if a U.S. Holder exchanges ADSs for the underlying shares represented by those ADSs.

The U.S. Treasury has expressed concern that parties to whom American depository shares are released before shares are delivered to the depository, also referred to as pre-release, or intermediaries in the chain of ownership between holders and the issuer of the security underlying the American depository shares, may be taking actions that are inconsistent with the claiming of foreign tax credits by holders of American depository shares. These actions would also be inconsistent with the claiming of the favorable tax rates, described below, applicable to dividends received by certain non-corporate holders and thus may affect the availability of these rates to such holders.

U.S. Holders should consult their tax advisers concerning the U.S. federal, state, local and foreign tax consequences of owning and disposing of ordinary shares or ADSs in their particular circumstances.

This discussion assumes that we are not, and will not become, a passive foreign investment company, as described below.

### ***Taxation of Distributions***

Distributions paid on ordinary shares or ADSs, other than certain *pro rata* distributions of ordinary shares, will be treated as dividends to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, it is expected that distributions generally will be reported to U.S. Holders as dividends. Subject to applicable limitations and the discussion above regarding concerns expressed by the U.S. Treasury, dividends paid to certain non-corporate U.S. Holders may be taxable at rates applicable to long-term capital gain. U.S. Holders should consult their tax advisers regarding the availability of these favorable rates on dividends. The amount of the dividend will be treated as foreign-source dividend income to U.S. Holders and will not be eligible for the dividends-received deduction generally available to U.S. corporations under the Code. Subject to applicable limitations, some of which may vary depending upon a U.S. Holder’s circumstances, and subject to the discussion above regarding concerns expressed by the U.S. Treasury, PRC income taxes withheld from dividends on ordinary shares or ADSs at a rate not exceeding the rate applicable under the Treaty will be creditable against the U.S. Holder’s U.S. federal income tax liability. PRC taxes withheld in excess of the rate applicable under the Treaty will not be eligible for credit against a U.S. Holder’s federal income tax liability. The rules governing foreign tax credits are complex, and U.S. Holders should consult their tax advisers regarding the creditability of foreign taxes in their particular circumstances. Dividends will be included in a U.S. Holder’s income on the date of the U.S. Holder’s, or in the case of ADSs, the depository’s, receipt of the dividend. The amount of any dividend income paid in RMB will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder should not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt.

***Sale or Other Disposition of Ordinary Shares or ADSs***

For U.S. federal income tax purposes, gain or loss realized on the sale or other disposition of ordinary shares or ADSs will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder held the ordinary shares or ADSs for more than one year. The amount of the gain or loss will equal the difference between the U.S. Holder's tax basis in the ordinary shares or ADSs disposed of and the amount realized on the disposition, in each case as determined in U.S. dollars. The deductibility of capital losses is subject to limitations.

As described in "Taxation — PRC Taxation — PRC taxation on us," if we were deemed to be a tax resident enterprise under PRC tax law, gains from dispositions of our ordinary shares or ADSs may be subject to PRC withholding tax. In that case, a U.S. Holder's amount realized would include the gross amount of the proceeds of the sale or disposition before deduction of the PRC tax. Although any such gain of a U.S. Holder would generally be characterized as U.S.-source income, a U.S. Holder that is eligible for the benefits of the Treaty may be entitled to elect to treat the gain as foreign-source income for foreign tax credit purposes. U.S. Holders should consult their tax advisers regarding their eligibility for benefits under the Treaty and the creditability of any PRC tax on dispositions in their particular circumstances.

***Passive Foreign Investment Company Rules***

We do not believe we were a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for our 2013 taxable year. However, because PFIC status depends on the composition of a company's income and assets and the market value of its assets from time to time, there can be no assurance that we will not be a PFIC for any taxable year. In general, a non-U.S. corporation will be considered a PFIC for any taxable year in which (i) 75% or more of its gross income consists of passive income or (ii) 50% or more of the average quarterly value of its assets consists of assets that produce, or are held for the production of, passive income. For purposes of the above calculations, a non-U.S. corporation that directly or indirectly owns at least 25% by value of the shares of another corporation is treated as if it held its proportionate share of the assets of the other corporation and received directly its proportionate share of the income of the other corporation. Passive income generally includes dividends, interest, rents, royalties and capital gains.

If we were a PFIC for any taxable year during which a U.S. Holder held ordinary shares or ADSs, gain recognized by a U.S. Holder on a sale or other disposition (including certain pledges) of the ordinary shares or ADSs would be allocated ratably over the U.S. Holder's holding period for the ordinary shares or ADSs. The amounts allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed on the amount allocated to that taxable year. Further, to the extent that any distribution received by a U.S. Holder on its ordinary shares or ADSs exceeds 125% of the average of the annual distributions on the ordinary shares or ADSs received during the preceding three years or the U.S. Holder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner as gain, described immediately above.

Alternatively, if we were a PFIC, a U.S. Holder could, if certain conditions are met, make a mark-to-market election that would result in tax treatment different from the general tax treatment for PFICs described above. If a U.S. Holder were to make such an election, the holder generally would recognize as ordinary income any excess of the fair market value of the ADSs at the end of each taxable year over its adjusted tax basis, and would recognize an ordinary loss in respect of any excess of the adjusted tax basis of the ADSs over their fair market value at the end of the taxable year (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). If we were a PFIC, it is unclear whether our ordinary shares would be treated as "marketable stock" eligible for the mark-to-market election. If a U.S. Holder makes the election, the holder's tax basis in the ADSs will be adjusted to reflect these income or loss amounts. Any gain recognized on the sale or other disposition of ADSs in a year when we are a PFIC would be treated as ordinary income and any loss would be treated as an ordinary loss (but only to the extent of the net amount of income previously included as a result of the mark-to-market election).



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A timely election to treat us as a qualified electing fund under Section 1295 of the Code would also result in alternative treatment from the general treatment for PFICs described above (which alternative treatment could, in certain circumstances, mitigate the adverse tax consequences of holding shares in a PFIC). U.S. Holders should be aware, however, that we do not intend to satisfy record-keeping and other requirements that would permit U.S. Holders to make qualified electing fund elections if we were a PFIC.

In addition, if we were a PFIC, the favorable rates discussed above with respect to dividends paid to certain non-corporate U.S. Holders would not apply. Furthermore, if we were a PFIC for any taxable year during which a U.S. Holder held ordinary shares or ADSs, such U.S. Holder may be required to file a report containing such information as the U.S. Treasury may require. U.S. Holders should consult their tax advisers regarding whether we are or were a PFIC and the potential application of the PFIC rules.

### ***Information Reporting and Backup Withholding***

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale or exchange of ADSs or ordinary shares may be subject to information reporting to the Internal Revenue Service and possible U.S. backup withholding at a current rate of 28%. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status generally must provide such certification on Internal Revenue Service Form W-9. U.S. Holders should consult their tax advisers regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the Internal Revenue Service and furnishing any required information.

### **10.F. Dividends and Paying Agents**

Not applicable.

### **10.G. Statement by Experts**

Not applicable.

### **10.H. Documents on Display**

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F no later than four months after the close of each fiscal year, which is December 31. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

We will furnish Citibank, N.A., the depository of our ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP, and all notices of shareholders' meetings and other reports and communications that are made generally available to our shareholders. The depository will make such notices, reports and communications available to holders of ADSs and, upon our request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depository from us.

## 10.I. Subsidiary Information

Not applicable.

## ITEM 11. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

### *Interest Rate Risk*

Our exposure to interest rate risk primarily relates to the interest rates for our outstanding debt and the interest income generated by excess cash invested in liquid investments with original maturities of three months or less. As of December 31, 2013, we have no outstanding loans. We have not used any derivative financial instruments to manage our interest risk exposure. Interest-earning instruments carry a degree of interest rate risk.

We have not been exposed to material risks due to changes in interest rates. However, our future interest income may be lower than expected due to changes in market interest rates.

### *Foreign Exchange Risk*

Substantially all of our revenues and most of our expenses are denominated in RMB. Our exposure to foreign exchange risk primarily relates to cash and cash equivalents denominated in U.S. dollars as a result of our past issuances of preferred shares through a private placement and proceeds from our initial public offering. We do not believe that we currently have any significant direct foreign exchange risk and have not hedged exposures denominated in foreign currencies or any other derivative financial instruments. Although in general, our exposure to foreign exchange risks should be limited, the value of your investment in our ADSs will be affected by the foreign exchange rate between U.S. dollars and RMB because the value of our business is effectively denominated in RMB, while the ADSs will be traded in U.S. dollars.

The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in China's political and economic conditions. The conversion of RMB into foreign currencies, including U.S. dollars, has been based on rates set by the People's Bank of China. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the U.S. dollar. Under the new policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy caused the Renminbi to appreciate by more than 20% against the U.S. dollar between July 2005 and July 2008. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the Renminbi and the U.S. dollar remained within a narrow band. Since June 2010, the PRC government has allowed the Renminbi to appreciate slowly against the U.S. dollar again. There remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which could result in a further and more significant appreciation of the RMB against the U.S. dollar. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future. To the extent that we need to convert U.S. dollars we received from our initial public offering into RMB for our operations, appreciation of the RMB against the U.S. dollar would have an adverse effect on the RMB amount we receive from the conversion. Conversely, if we decide to convert our RMB denominated cash amounts into U.S. dollars amounts for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the RMB would have a negative effect on the U.S. dollar amount available to us. By way of example, assuming we had converted a U.S. dollar denominated cash balance of US\$1.0 million as of December 31, 2013 into Renminbi at the exchange rate of US\$1.00 for RMB6.0537, such cash balance would have been approximately RMB6.05 million. Assuming a further 1.0% appreciation of the Renminbi against the U.S. dollar, such cash balance would have decreased to RMB5.99 million as of December 31, 2013. We have not used any forward contracts or currency borrowings to hedge our exposure to foreign currency exchange risk.

### **Inflation**

Since our inception, inflation in China has not materially impacted our results of operations. According to the National Bureau of Statistics of China, consumer price index in China increased by 5.4%, 2.6% and 2.6% in 2011, 2012 and 2013, respectively. Although we have not been materially affected by inflation in the past, we may be affected if China experiences higher rates of inflation in the future.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**12.A. Debt Securities**

Not applicable.

**12.B. Warrants and Rights**

Not applicable.

**12.C. Other Securities**

Not applicable.

**12.D. American Depositary Shares**

Fees and Charges Our ADS holders May Have to Pay

An ADS holder will be required to pay the following service fees to the depository, Citibank, N.A.:

Service	Fees
• Issuance of ADSs	Up to U.S. 5¢ per ADS issued
• Cancellation of ADSs	Up to U.S. 5¢ per ADS canceled
• Distribution of cash dividends or other cash distributions	Up to U.S. 5¢ per ADS held
• Distribution of ADSs pursuant to stock dividends, free stock distributions or exercise of rights	Up to U.S. 5¢ per ADS held
• Distribution of securities other than ADSs or rights to purchase additional ADSs	Up to U.S. 5¢ per ADS held
• Depository Services	Up to U.S. 5¢ per ADS held on the applicable record date(s) established by the Depository (U.S. 2¢ per ADS for the year of 2013)

An ADS holder will also be responsible to pay certain fees and expenses incurred by the depository and certain taxes and governmental charges such as:

- Fees for the transfer and registration of ordinary shares charged by the registrar and transfer agent for the ordinary shares in the Cayman Islands (i.e., upon deposit and withdrawal of ordinary shares).
- Expenses incurred for converting foreign currency into U.S. dollars.
- Expenses for cable, telex and fax transmissions and for delivery of securities.
- Taxes and duties upon the transfer of securities (i.e., when ordinary shares are deposited or withdrawn from deposit).
- Fees and expenses incurred in connection with the delivery or servicing of ordinary shares on deposit.

Depository fees payable upon the issuance and cancellation of ADSs are typically paid to the depository banks by the brokers (on behalf of their clients) receiving the newly issued ADSs from the depository banks and by the brokers (on behalf of their clients) delivering the ADSs to the depository banks for cancellation. The brokers in turn charge these fees to their clients. Depository fees payable in connection with distributions of cash or securities to ADS holders and the depository services fee are charged by the depository banks to the holders of record of ADSs as of the applicable ADS record date.

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The depositary fees payable for cash distributions are generally deducted from the cash being distributed. In the case of distributions other than cash (i.e., stock dividend, rights), the depositary banks charge the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or uncertificated in direct registration), the depositary banks send invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts (via The Depository Trust Company (“DTC”)), the depositary banks generally collect its fees through the systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients’ ADSs in DTC accounts in turn charge their clients’ accounts the amount of the fees paid to the depositary banks.

In the event of refusal to pay the depositary fees, the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to the ADS holder.

The fees and charges an ADS holder may be required to pay may vary over time and may be changed by us and by the depositary. An ADS holder will receive prior notice of such changes.

**Fees and Other Payments Made by the Depositary to Us**

The depositary may reimburse us for certain expenses incurred by us in respect of the ADR program established pursuant to the deposit agreement, by making available a portion of the depositary fees charged in respect of the ADR program or otherwise, upon such terms and conditions as we and the depositary may agree from time to time. For the year ended December 31, 2013, we have received a total of RMB0.9 million (US\$0.1 million) from the depositary as reimbursement for our expenses incurred in connection with investor relationship programs related to the ADS program.

**PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None of these events occurred in any of the years ended December 31, 2011, 2012 and 2013.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

There have been no material modifications to the rights of securities holders or the use of proceeds.

**ITEM 15. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures within the meaning of Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this annual report. Based on such evaluation, our management has concluded that, as of the end of the period covered by this annual report, our disclosure controls and procedures were effective.

**Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with generally accepted accounting principles and includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company's assets, (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles and that a company's receipts and expenditures are being made only in accordance with authorizations of a company's management and directors and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act and related rules as promulgated by the SEC, our management assessed the effectiveness of the internal control over financial reporting as of December 31, 2013 using criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2013.

**Attestation Report of the Registered Public Accounting Firm**

The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent registered public accounting firm. The attestation report issued by Deloitte Touche Tohmatsu Certified Public Accountants LLP can be found on page F-3 of this annual report on Form 20-F.

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**Changes in Internal Control over Financial Reporting**

There were no significant changes that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during 2013.

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Mr. Joseph Chow is an audit committee financial expert, as that term is defined in Item 16A(b) of Form 20-F, and is independent for the purposes of Rule 5605(a)(2) of the NASDAQ Marketplace Rules, or the NASDAQ Rules, and Rule 10A-3 under the Exchange Act.

**ITEM 16B. CODE OF ETHICS**

Our board of directors adopted a code of business conduct and ethics on January 27, 2010 that applies to our directors, officers, employees and agents, including certain provisions that specifically apply to our executive officers and any other persons who perform similar functions for us. We have filed our code of business conduct and ethics as an exhibit to our registration statement on Form F-1 (File No. 333-165247) originally filed with the Securities and Exchange Commission on March 5, 2010, as amended. Our code of business conduct and ethics is publicly available on our website at <http://ir.huazhu.com/>.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Deloitte Touche Tohmatsu Certified Public Accountants LLP, or Deloitte, our independent registered public accounting firm, began serving as our auditor in August 2009.

Our audit committee is responsible for the oversight of Deloitte's work. The policy of our audit committee is to pre-approve all audit and non-audit services provided by Deloitte, including audit services, audit-related services, tax services and other services, other than those for *de minimis* services which are approved by the audit committee prior to the completion of the audit.

We paid the following fees for professional services to Deloitte for the years ended December 31, 2012 and 2013.

	Year Ended December 31,	
	2012	2013
	US\$	US\$
	(in thousands)	
Audit Fees <sup>(1)</sup>	840	980
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total	<u>840</u>	<u>980</u>

Note: (1) Audit Fees. This category includes the aggregate fees billed for the professional services rendered by our principal auditors for assurance and related services. Our 2012 and 2013 audit fees mainly include the audit of our annual financial statements, the services provided in connection with our compliance with the Sarbanes-Oxley Act, or services that are normally provided by the accountant in connection with statutory and regulatory filings.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

None.

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**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

The NASDAQ Rules provide that foreign private issuers may follow home country practice in lieu of the corporate governance requirements of the NASDAQ Stock Market LLC, subject to certain exceptions and requirements and except to the extent that such exemptions would be contrary to U.S. federal securities laws and regulations. The significant differences between our corporate governance practices and those followed by U.S. companies under the NASDAQ Rules are summarized as follows:

- We follow home country practice that permits our independent directors not to hold regularly scheduled meetings at which only independent directors are present in lieu of complying with Rule 5605(b)(2).
- We follow home country practice that permits our board of directors not to implement a nominations committee, in lieu of complying with Rule 5605(e) of the NASDAQ Rules that requires the implementation of a nominations committee.

Other than the above, we have followed and intend to continue to follow the applicable corporate governance standards under the NASDAQ Marketplace Rules.

In accordance with Rule 5250(d)(1) under NASDAQ Marketplace Rules, we will post this annual report on Form 20-F on our company website at <http://ir.huazhu.com>. In addition, we will provide hard copies of our annual report free of charge to shareholders and ADS holders upon request.

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

Our consolidated financial statements are included at the end of this annual report.

**ITEM 19. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Document</b>
1.1	Amended and Restated Memorandum and Articles of Association of the Registrant. (Incorporated by reference to Exhibits 3.2 from the Amendment No. 1 to our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 12, 2010.)
1.2	Amendment to the Amended and Restated Articles of Association of the Registrant, adopted by the shareholders of the Registrant on November 21, 2012. (Incorporated by reference to Exhibit 1.2 from our annual report on Form 20-F filed with the Securities and Exchange Commission on April 23, 2013.)
2.1	Registrant's Specimen American Depositary Receipt (included in Exhibit 2.3).
2.2	Registrant's Specimen Certificate for Ordinary Shares. (Incorporated by reference to Exhibit 4.2 from our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 5, 2010.)

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- 2.3 Form of Deposit Agreement among the Registrant, the Depositary and all Holders and Beneficial Owners of the American Depositary Shares issued thereunder. (Incorporated by reference to Exhibits 4.3 from the Amendment No. 1 to our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 12, 2010.)
- 4.1 Amended and Restated 2007 Global Share Plan, amended and restated as of December 12, 2007. (Incorporated by reference to Exhibit 10.1 from our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 5, 2010.)
- 4.2 Amended and Restated 2008 Global Share Plan, amended and restated as of October 31, 2008. (Incorporated by reference to Exhibit 10.2 from our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 5, 2010.)
- 4.3 Amended and Restated 2009 Share Incentive Plan, amended and restated as of October 1, 2009. (Incorporated by reference to Exhibit 10.3 from our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 5, 2010.)
- 4.4 Amendment to the Amended and Restated 2009 Share Incentive Plan, amended as of August 26, 2010. (Incorporated by reference to Exhibit 99.2 from our report on Form 6-K (file no. 333-34656) filed with the Securities and Exchange Commission on July 15, 2010.)
- 4.5 Form of Indemnification Agreement with the Registrant's Directors. (Incorporated by reference to Exhibit 10.4 from our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 5, 2010.)
- 4.6 English translation of the Form of Employment Agreement between the Registrant and Executive Officers of the Registrant. (Incorporated by reference to Exhibit 4.6 from our annual report on Form 20-F (File No. 001-34656) filed with the Securities and Exchange Commission on April 12, 2012.)
- 4.7 English translation of the Fixed Assets Loan Contract between the Industrial and Commercial Bank of China and HanTing Xingkong (Shanghai) Hotel Management Co., Ltd., dated March 2, 2012. (Incorporated by reference to Exhibit 4.10 from our annual report on Form 20-F (File No. 001-34656) filed with the Securities and Exchange Commission on April 12, 2012.)
- 4.8 English translation of the Facility Agreement between China Merchants Bank and HanTing Xingkong (Shanghai) Hotel Management Co., Ltd., dated September 25, 2012. (Incorporated by reference to Exhibit 4.8 from our annual report on Form 20-F filed with the Securities and Exchange Commission on April 23, 2013.)
- 4.9 Subscription Agreement between the Registrant and Ctrip.com International, Ltd., dated March 12, 2010. (Incorporated by reference to Exhibit 10.9 from the Amendment No. 1 to our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 12, 2010.)
- 4.10 Investor and Registration Rights Agreement between the Registrant and Ctrip.com International, Ltd., dated March 12, 2010. (Incorporated by reference to Exhibit 10.10 from the Amendment No. 1 to our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 12, 2010.)
- 4.11 Share Purchase Agreement by and between China Lodging Holdings (HK) Limited and C-Travel International Limited, dated April 15, 2012. (Incorporated by reference to Exhibit 4.11 from our annual report on Form 20-F filed with the Securities and Exchange Commission on April 23, 2013.)
- 4.12\* English translation of Entrusted Loan agreement by and between HanTing Xingkong (Shanghai) Hotel Management Co., Ltd, Ctrip Computer Technology Co.,Ltd and China Construction Bank Corporation, Shanghai Minhang Subbranch, dated December 19, 2013
- 4.13\* English translation of Letter of Guarantee by and between Ctrip.com International, Ltd. and China Lodging Group Ltd., dated December 19, 2013



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8.1*	Subsidiaries of the Registrant.
11.1	Code of Business Conduct and Ethics of the Registrant. (Incorporated by reference to Exhibit 99.1 from our Registration Statement on Form F-1 (file no. 333-165247) filed with the Securities and Exchange Commission on March 5, 2010.)
12.1*	Certification of Qi Ji, Chief Executive Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2*	Certification of Min (Jenny) Zhang, Chief Financial Officer of the Registrant, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1**	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
23.1*	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, Independent Registered Public Accounting Firm.
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document

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\* Filed with this Annual Report on Form 20-F.

\*\* Furnished with this Annual Report on Form 20-F.

\*\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CHINA LODGING GROUP, LIMITED

By: /s/ Qi Ji  
Name: Qi Ji  
Title: Chief Executive Officer

Date: April 17, 2014

**CHINA LODGING GROUP, LIMITED**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

TO THE BOARD OF DIRECTORS AND SHAREHOLDERS OF  
CHINA LODGING GROUP, LIMITED

We have audited the accompanying consolidated balance sheets of China Lodging Group, Limited and its subsidiaries (the “Group”) as of December 31, 2012 and 2013, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2013 and the related financial statement schedules. These financial statements and financial statement schedules are the responsibility of the Group’s management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of China Lodging Group, Limited and its subsidiaries as of December 31, 2012 and 2013 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly in all material respects, the information set forth therein.

Our audits also comprehended the translation of Renminbi amounts into United States dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 2. Such United States dollar amounts are presented solely for the convenience of readers in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Group’s internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 17, 2014 expressed an unqualified opinion on the Group’s internal control over financial reporting.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shanghai, China  
April 17, 2014

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

TO THE BOARD OF DIRECTORS AND SHAREHOLDERS OF  
CHINA LODGING GROUP, LIMITED

We have audited the internal control over financial reporting of China Lodging Group, Limited and its subsidiaries (the “Group”) as of December 31, 2013 based on criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Group’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Group’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control — Integrated Framework(1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2013 of the Group and our report dated April 17, 2014 expressed an unqualified opinion on those financial statements and financial statement schedules and included an explanatory paragraph regarding the translation of Renminbi amounts into United States dollar amounts for the convenience of readers in the United States of America.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP  
Shanghai, China  
April 17, 2014

CHINA LODGING GROUP, LIMITED

CONSOLIDATED BALANCE SHEETS

(Renminbi in thousands, except share and per share data, unless otherwise stated)

	As of December 31,		
	2012	2013	2013 US\$'000 (Note 2)
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	449,844	397,435	65,652
Restricted cash	1,790	3,317	548
Short-term investments	8,074	—	—
Accounts receivable, net of allowance of RMB2,683 and RMB7,256 in 2012 and 2013, respectively	50,633	74,646	12,331
Amounts due from related parties	—	658	109
Prepaid rent	321,305	363,581	60,059
Inventories	37,971	34,013	5,618
Other current assets	83,058	116,979	19,323
Deferred tax assets	44,231	51,759	8,550
Total current assets	996,906	1,042,388	172,190
Property and equipment, net	2,951,509	3,634,039	600,301
Intangible assets, net	100,980	101,845	16,824
Long-term investments	28,129	90,517	14,952
Goodwill	64,180	64,842	10,711
Other assets	133,536	184,013	30,397
Deferred tax assets	54,947	67,408	11,135
Total assets	4,330,187	5,185,052	856,510
<b>LIABILITIES AND EQUITY</b>			
Current liabilities:			
Accounts payable	624,824	677,305	111,883
Amounts due to a related party	801	5,593	924
Salary and welfare payable	117,980	147,238	24,322
Deferred revenue	200,515	297,284	49,108
Accrued expenses and other current liabilities	187,380	249,185	41,163
Income tax payable	23,142	26,053	4,304
Deferred tax liabilities	—	151	25
Total current liabilities	1,154,642	1,402,809	231,729
Deferred rent	470,438	653,831	108,005
Deferred revenue	99,800	118,818	19,627
Amounts due to a related party	—	8,167	1,349
Other long-term liabilities	92,407	147,565	24,375
Deferred tax liabilities	22,335	26,071	4,307
Total liabilities	1,839,622	2,357,261	389,392
Commitments and contingencies (Note 18)			
Equity:			
Ordinary shares (US\$0.0001 par value per share; 8,000,000,000 shares authorized; 244,494,095 and 247,551,999 shares issued and outstanding as of December 31, 2012 and 2013, respectively)	180	182	30
Additional paid-in capital	2,243,403	2,315,083	382,424
Retained earnings	260,014	539,872	89,181
Accumulated other comprehensive loss	(38,408)	(39,384)	(6,506)
Total China Lodging Group, Limited shareholders' equity	2,465,189	2,815,753	465,129
Noncontrolling interest	25,376	12,038	1,989
Total equity	2,490,565	2,827,791	467,118
Total liabilities and equity	4,330,187	5,185,052	856,510

The accompanying notes are an integral part of these consolidated financial statements.

CHINA LODGING GROUP, LIMITED

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Renminbi in thousands, except share data and per share data, unless otherwise stated)

	Year Ended December 31,			
	2011	2012	2013	2013 US\$'000 (Note 2)
<b>Revenues:</b>				
Leased hotels	2,172,934	3,069,431	3,870,887	639,425
Manachised and franchised hotels	212,644	349,847	549,958	90,846
Total revenues	2,385,578	3,419,278	4,420,845	730,271
Less: Business tax and related taxes	135,981	194,751	252,216	41,663
Net revenues	2,249,597	3,224,527	4,168,629	688,608
<b>Operating costs and expenses:</b>				
Hotel operating costs	1,703,337	2,453,902	3,181,666	525,574
Selling and marketing expenses	94,754	102,814	138,129	22,817
General and administrative expenses	167,642	224,111	284,756	47,038
Pre-opening expenses	184,298	230,690	211,284	34,902
Total operating costs and expenses	2,150,031	3,011,517	3,815,835	630,331
Other operating income	7,580	6,723	27,750	4,584
Income from operations	107,146	219,733	380,544	62,861
Interest income	18,111	14,554	6,856	1,133
Interest expense	882	822	813	134
Other income (expense)	2,649	2,208	1,907	315
Foreign exchange gain (loss)	15,930	(2,000)	21	3
Income before income taxes	142,954	233,673	388,515	64,178
Income tax expense	24,816	54,169	104,820	17,315
Net income	118,138	179,504	283,695	46,863
Less: net income attributable to noncontrolling interest	3,306	4,617	3,837	634
Net income attributable to China Lodging Group, Limited	114,832	174,887	279,858	46,229
<b>Other comprehensive income</b>				
Foreign currency translation adjustments, net of tax of nil for 2011, 2012 and 2013	(16,463)	758	(976)	(161)
Comprehensive income	101,675	180,262	282,719	46,702
Comprehensive income attributable to the noncontrolling interest	3,306	4,617	3,837	634
Comprehensive income attributable to China Lodging Group, Limited	98,369	175,645	278,882	46,068
<b>Earnings per share:</b>				
Basic	0.47	0.72	1.14	0.19
Diluted	0.47	0.71	1.12	0.19
<b>Weighted average number of shares used in computation:</b>				
Basic	241,928,286	243,284,332	245,187,348	245,187,348
Diluted	246,181,202	246,981,001	249,486,284	249,486,284

The accompanying notes are an integral part of these consolidated financial statements.

CHINA LODGING GROUP, LIMITED

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
(Renminbi in thousands, except share data and per share data, unless otherwise stated)

	Ordinary Shares		Additional Paid-in Capital	Retained earnings (Accumulated Deficit)	Accumulated Other Comprehensive loss	Noncontrolling Interest	Total Equity
	Share	Amount					
Balance at January 1, 2011	241,151,755	178	2,168,364	(29,705)	(22,703)	9,176	2,125,310
Issuance of ordinary shares upon exercise of options	1,452,468	1	7,783	—	—	—	7,784
Share-based compensation	—	—	15,483	—	—	—	15,483
Excess tax benefit from share-based compensation	—	—	8,324	—	—	—	8,324
Capital contribution from noncontrolling interest holders	—	—	—	—	—	459	459
Net income	—	—	—	114,832	—	3,306	118,138
Dividend paid to noncontrolling interest holders	—	—	—	—	—	(3,151)	(3,151)
Foreign currency translation adjustments	—	—	—	—	(16,463)	—	(16,463)
Balance at December 31, 2011	242,604,223	179	2,199,954	85,127	(39,166)	9,790	2,255,884
Issuance of ordinary shares upon exercise of options	1,889,872	1	18,310	—	—	—	18,311
Share-based compensation	—	—	20,837	—	—	—	20,837
Excess tax benefit from share-based compensation	—	—	4,302	—	—	—	4,302
Capital contribution from noncontrolling interest holders	—	—	—	—	—	240	240
Acquisitions with noncontrolling interest	—	—	—	—	—	14,215	14,215
Net income	—	—	—	174,887	—	4,617	179,504
Dividend paid to noncontrolling interest holders	—	—	—	—	—	(3,486)	(3,486)
Foreign currency translation adjustments	—	—	—	—	758	—	758
Balance at December 31, 2012	244,494,095	180	2,243,403	260,014	(38,408)	25,376	2,490,565
Issuance of ordinary shares upon exercise of options and vesting of restricted stock	3,057,904	2	29,144	—	—	—	29,146
Share-based compensation	—	—	30,468	—	—	—	30,468
Excess tax benefit from share-based compensation	—	—	14,582	—	—	—	14,582
Acquisitions of noncontrolling interest	—	—	(2,514)	—	—	(13,946)	(16,460)
Net income	—	—	—	279,858	—	3,837	283,695
Dividend paid to noncontrolling interest holders	—	—	—	—	—	(3,229)	(3,229)
Foreign currency translation adjustments	—	—	—	—	(976)	—	(976)
Balance at December 31, 2013	247,551,999	182	2,315,083	539,872	(39,384)	12,038	2,827,791

The accompanying notes are an integral part of these consolidated financial statements.



CHINA LODGING GROUP, LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Renminbi in thousands, except share data and per share data, unless otherwise stated)

	Year Ended December 31,			
	2011	2012	2013	2013 US\$'000 (Note 2)
<b>Operating activities:</b>				
Net income	118,138	179,504	283,695	46,863
Adjustments to reconcile net income to net cash provided by operating activities:				
Share-based compensation	15,483	20,837	30,468	5,033
Depreciation and amortization	236,857	347,575	463,146	76,506
Deferred taxes	(35,714)	(18,226)	(22,619)	(3,736)
Bad debt expenses	667	1,238	4,573	755
Deferred rent	92,927	143,858	187,214	30,926
Gain from disposal of property and equipment	—	—	(10,734)	(1,773)
Impairment loss	710	5,349	7,965	1,316
Investment loss	—	—	430	71
Excess tax benefit from share-based compensation	(8,324)	(4,302)	(14,582)	(2,409)
Changes in operating assets and liabilities, net of effect of acquisitions:				
Accounts receivable	(16,401)	(12,336)	(28,270)	(4,670)
Prepaid rent	(75,820)	(93,218)	(42,276)	(6,983)
Inventories	(12,792)	(6,714)	4,043	668
Amounts due from related parties	3,267	—	(658)	(109)
Other current assets	(15,684)	(29,404)	(26,400)	(4,362)
Other assets	(22,102)	(31,482)	(50,228)	(8,298)
Accounts payable	3,435	3,390	3,605	596
Amounts due to a related party	175	(229)	708	117
Salary and welfare payables	22,628	36,809	28,768	4,752
Deferred revenue	92,803	90,468	115,787	19,127
Accrued expenses and other current liabilities	34,246	36,076	62,545	10,332
Income tax payable	7,350	13,296	17,493	2,890
Other long-term liabilities	16,891	33,231	55,496	9,167
Net cash provided by operating activities	458,740	715,720	1,070,169	176,779
<b>Investing activities:</b>				
Purchases of property and equipment for hotels in operation and headquarters	(88,094)	(127,056)	(170,481)	(28,161)
Purchase of property and equipment for hotels under development	(680,662)	(870,994)	(902,166)	(149,028)
Purchases of intangibles	(14,674)	(3,532)	(4,290)	(709)
Amount received as a result of government zoning	6,900	—	15,030	2,483
Acquisitions, net of cash received	(57,822)	(30,055)	(34,070)	(5,628)
Purchase of long-term investments	—	(28,129)	(54,744)	(9,043)
Purchase of short-term investments	(30,000)	(8,074)	—	—
Sales of short-term investments	130,000	—	—	—
Decrease (increase) in restricted cash	(225)	(290)	(1,527)	(252)
Net cash used in investing activities	(734,577)	(1,068,130)	(1,152,248)	(190,338)
<b>Financing activities:</b>				
Net proceeds from issuance of ordinary shares upon exercise of option	7,285	18,520	28,122	4,645
Proceeds from short-term debt	—	—	105,796	17,476
Repayment of short-term debt	—	—	(105,796)	(17,476)
Proceeds from long-term debt	—	1,000	—	—
Repayment of long-term debt	—	(1,000)	—	—
Funds advanced from noncontrolling interest holders	3,485	3,000	1,945	321
Repayment of funds advanced from noncontrolling interest holders	(2,568)	(2,681)	(6,564)	(1,084)
Acquisitions of noncontrolling interest	—	—	(4,210)	(695)

CHINA LODGING GROUP, LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Renminbi in thousands, except share data and per share data, unless otherwise stated)

	Year Ended December 31,			
	2011	2012	2013	2013 US\$'000 (Note 2)
Contribution from noncontrolling interest holders	459	240	—	—
Dividend paid to noncontrolling interest holders	(3,151)	(3,486)	(3,229)	(533)
Excess tax benefit from share-based compensation	8,324	4,302	14,582	2,409
Net cash provided by financing activities	13,834	19,895	30,646	5,063
Effect of exchange rate changes on cash and cash equivalents	(16,463)	758	(976)	(161)
Net increase (decrease) in cash and cash equivalents	(278,466)	(331,757)	(52,409)	(8,657)
Cash and cash equivalents at the beginning of the year	1,060,067	781,601	449,844	74,309
Cash and cash equivalents at the end of the year	781,601	449,844	397,435	65,652
Supplemental disclosure of cash flow information:				
Interest paid	882	859	1,084	179
Income taxes paid	53,180	69,980	99,065	16,364
Supplemental schedule of non-cash investing and financing activities:				
Purchases of property and equipment included in payable	395,681	590,873	639,749	105,679
Consideration payable for business acquisition	16,625	10,506	8,939	1,477
Purchase of intangible assets included in payables	11,455	10,584	9,660	1,596
Reimbursement of government zoning included in receivables	—	3,042	6,042	998
Proceeds from issuance of ordinary shares upon exercise of option included in receivables	499	290	1,318	218
Acquisition of noncontrolling interest included in payables	—	—	12,250	2,024

The accompanying notes are an integral part of these consolidated financial statements.

**CHINA LODGING GROUP, LIMITED**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 and 2013**  
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**1. ORGANIZATION AND PRINCIPAL ACTIVITIES**

China Lodging Group, Limited (the “Company”) was incorporated in the Cayman Islands under the laws of the Cayman Islands on January 4, 2007. The principal business activities of the Company and its subsidiaries (the “Group”) are to develop leased, manachised and franchised hotels under the “Joya Hotel”, “Manxin Hotels & Resorts”, “JI Hotel”, “Starway Hotel”, “HanTing Hotel” and “Hi Inn” brands in the People’s Republic of China (“PRC”). As of December 31, 2013, the Group does not own any hotel properties.

***Leased hotels***

The Group leases hotel properties from property owners and is responsible for all aspects of hotel operations and management, including hiring, training and supervising the managers and employees required to operate the hotels. In addition, the Group is responsible for hotel development and customization to conform to the standards of the Group brands at the beginning of the lease, as well as repairs and maintenance, operating expenses and management of properties over the term of the lease.

Under the lease arrangements, the Group typically receives rental holidays of two to six months and pays rent on a quarterly or biannual basis. Rent is typically subject to the fixed escalations of three to five percent every three to five years. The Group recognizes rental expense on a straight-line basis over the lease term.

As of December 31, 2012 and 2013, the Group had 465 and 565 leased hotels in operation, respectively.

***Manachised and franchised hotels***

Typically the Group enters into certain franchise and management arrangements with franchisees for which the Group is responsible for providing branding, quality assurance, training, reservation, hiring and appointing of the hotel general manager and various other support services relating to the hotel renovation and operation. Those hotels are classified as manachised hotels. Under typical franchise and management agreements, the franchisee is required to pay an initial franchise fee and ongoing franchise and management service fees, the majority of which are equal to a certain percentage of the revenues of the hotel. The franchisee is responsible for the costs of hotel development, renovation and the costs of its operations. The term of the franchise and management agreements are typically eight to ten years and are renewable upon mutual agreement between the Group and the franchisee. The Group also has a small number of franchised hotels in which cases the Group does not provide a hotel general manager. As of December 31, 2012 and 2013, the Group had 516 and 835 manachised hotels in operation and 54 and 25 franchised hotels in operation, respectively.

**2. SUMMARY OF PRINCIPAL ACCOUNTING POLICIES**

***Basis of presentation***

The consolidated financial statements of the Group have been prepared in accordance with the accounting principles generally accepted in the United States of America (“US GAAP”).

***Basis of consolidation***

The consolidated financial statements include the financial statements of the Company and its majority-owned subsidiaries. All significant intercompany transactions and balances are eliminated on consolidation.

The Group evaluates the need to consolidate certain variable interest entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support.

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The Group is deemed as the primary beneficiary of and consolidates variable interest entities when the Group has the power to direct the activities that most significantly impact the economic success of the entities and effectively assumes the obligation to absorb losses and has the rights to receive benefits that are potentially significant to the entities.

The Group evaluates its business activities and arrangements with the entities that operate the managed and franchised hotels to identify potential variable interest entities. Generally, these entities qualify for the business scope exception, therefore consolidation is not appropriate under the variable interest entity consolidation guidance.

***Use of estimates***

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets, long lived assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Group bases its estimates on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Significant accounting estimates reflected in the Group's consolidated financial statements include the useful lives and impairment of property and equipment and intangible assets, valuation allowance of deferred tax assets, impairment of goodwill, share-based compensation and costs related to its customer loyalty program.

***Cash and cash equivalents***

Cash and cash equivalents consist of cash on hand and demand deposits, which are unrestricted as to withdrawal and use, and which have original maturities of three months or less when purchased.

***Restricted cash***

Restricted cash represents bank demand deposits collateralized for certain newly established subsidiaries pending capital verification procedure of relevant PRC government authority and deposits used as security against borrowings. The capital verification approval process typically takes between three to six months.

***Short-term investments***

Short-term investments represent held-to-maturity securities and are measured at amortized cost in the consolidated balance sheets. The Group classifies investments with maturities of more than three months and less than 12 months as short-term investments.

***Accounts receivable, net of allowance***

Trade receivables mainly consist of franchise fee receivables, amounts due from corporate customers, travel agents, hotel guests and credit card receivables, which are recognized and carried at the original invoice amount less an allowance for doubtful accounts. The Group establishes an allowance for doubtful accounts primarily based on the age of the receivables and factors surrounding the credit risk of specific customers.

***Inventories***

Inventories mainly consist of small appliances, bedding and daily consumables. Small appliances and bedding for new hotels opened are stated at cost, less accumulated amortization, and are amortized over their estimated useful lives, generally one year, from the time they are put into use. Daily consumables and beddings replacement are expensed when used.

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***Property and equipment, net***

Property and equipment, net are stated at cost less accumulated depreciation and amortization. The renovations, betterments and interest cost incurred during construction are capitalized. Depreciation and amortization of property and equipment is provided using the straight line method over their expected useful lives. The expected useful lives are as follows:

Leasehold improvements	Shorter of the lease term or their estimated useful lives
Buildings	40 years
Furniture, fixtures and equipment	3-5 years
Motor vehicles	5 years

Construction in progress represents leasehold improvements under construction or being installed and is stated at cost. Cost comprises original cost of property and equipment, installation, construction and other direct costs. Construction in progress is transferred to leasehold improvements and depreciation commences when the asset is ready for its intended use.

Expenditures for repairs and maintenance are expensed as incurred. Gain or loss on disposal of property and equipment, if any, is recognized in the consolidated statements of comprehensive income as the difference between the net sales proceeds and the carrying amount of the underlying asset.

***Intangible assets, net and unfavorable lease***

Intangible assets consist primarily of brand name, non-compete agreements, franchise agreements and favorable leases acquired in business combinations and purchased software. Intangible assets acquired through business combinations are recognized as assets separate from goodwill if they satisfy either the “contractual-legal” or “separability” criterion. Intangible assets, including brand name, non-compete agreements, franchise agreements and favorable lease agreements acquired from business combination are recognized and measured at fair value upon acquisition. Non-compete agreements, franchise agreements and favorable lease agreements are amortized over the expected useful life, remaining franchise contract terms and remaining operating lease terms. Unfavorable lease agreements from business combination transactions are recognized as other long-term liabilities and are amortized over the remaining operating lease term. Purchased software is stated at cost less accumulated amortization.

Brand name is considered to have an indefinite life. The Group evaluates the brand name each reporting period to determine whether events and circumstances continue to support an indefinite useful life. Impairment is tested annually or more frequently if events or changes in circumstances indicate that it might be impaired. The Group measures the impairment by comparing the fair value of brand name with its carrying amount. If the carrying amount of brand name exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess. The Group measured the fair value of the brand name under the relief-from-royalty method. Management performs its annual brand name impairment test on November 30.

***Long-term investments***

Long-term investments include cost-method investment, equity-method investment and available-for-sale securities.

The Group accounts for the investment in an investee of which the Group owns less than 20% of the voting securities and does not have the ability to exercise significant influence over operating and financial policies of the entity as cost-method investment. The Group’s cost-method investment is carried at historical cost in its consolidated financial statements and measured at fair value on a nonrecurring basis when there are events or changes in circumstances that may have a significant adverse effect. An impairment loss is recognized in the consolidated statements of comprehensive income equal to the excess of the investment’s cost over its fair value when the impairment is deemed other-than-temporary.

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The Group accounts for the investment in joint venture under equity-method accounting. Under this method, the Group's pro rata share of income (loss) from investment is recognized in the consolidated statements of comprehensive income. Dividends received reduce the carrying amount of the investment. Equity-method investment is reviewed for impairment by assessing if the decline in market value of the investment below the carrying value is other-than-temporary. In making this determination, factors are evaluated in determining whether a loss in value should be recognized. These include consideration of the intent and ability of the Group to hold investment and the ability of the investee to sustain an earnings capacity, justifying the carrying amount of the investment. Impairment losses are recognized in other expense when a decline in value is deemed to be other-than-temporary.

Investments in securities that have readily determinable fair values are classified as available-for-sale securities and reported at fair value, with unrealized gains and losses recorded as a component of other comprehensive income or loss. Realized gains or losses are recognized in the consolidated statements of comprehensive income during the period in which the gains or losses are realized. If the Group determines that a decline in the fair value of the individual available-for-sale security is other-than-temporary, the cost basis of the security is written down to the fair value as a new cost basis and the amount of the write-down is accounted for as a realized loss. The new cost basis will not be changed for subsequent recoveries in fair value. The Group reviews several factors to determine whether a loss is other-than-temporary. These factors include, but are not limited to: (1) the nature of the investment; (2) the cause and duration of the impairment; (3) the extent to which fair value is less than cost; (4) financial conditions and near term prospects of the issuers; and (5) the Group's ability to hold the security for a period of time sufficient to allow for any anticipated recovery of its amortized cost or fair value. Available-for-sale securities not expected to be realized in cash or sold in the next normal operating cycle of the business are classified as long-term investments.

No event had occurred that indicated that an other-than-temporary impairment existed and therefore the Group did not record any impairment charges for these investments during 2012 and 2013.

***Impairment of long-lived assets***

The Group evaluates its long-lived assets and finite lived intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When these events occur, the Group measures impairment by comparing the carrying amount of the assets to future undiscounted net cash flows expected to result from the use of the assets and their eventual disposition. If the sum of the expected undiscounted cash flows is less than the carrying amount of the assets, the Group recognizes an impairment loss equal to the difference between the carrying amount and fair value of these assets. There was no impairment charge recognized during the year ended December 31, 2011.

The Group performed a recoverability test of its long-lived assets associated with certain hotels due to the continue underperformance relative to the projected operating results, of which the carrying amount of the property and equipment exceed the future undiscounted net cash flows, and recognized an impairment loss of RMB5,349 and RMB 7,965 during the year ended December 31, 2012 and 2013, respectively.

Fair value of the property and equipment was determined by the Group based on the income approach using the discounted cash flow associated with the underlying assets, which incorporated certain assumptions including projected hotels' revenue, growth rates and projected operating costs based on current economic condition, expectation of management and projected trends of current operating results.

***Goodwill***

Goodwill represents the excess of the cost of an acquisition over the fair value of the identifiable assets less liabilities acquired.

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Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. The Group completes a two-step goodwill impairment test. The first step compares the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill is not considered to be impaired and the second step will not be required. If the carrying amount of a reporting unit exceeds its fair value, the second step compares the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. This allocation process is only performed for purposes of evaluating goodwill impairment and does not result in an entry to adjust the value of any assets or liabilities. An impairment loss is recognized for any excess in the carrying value of goodwill over the implied fair value of goodwill. Management performs its annual goodwill impairment test on November 30.

The Group recognized goodwill impairment of RMB710, nil and nil for years ended December 31, 2011, 2012 and 2013, respectively.

***Accruals for customer loyalty program***

The Group invites its customers to participate in a customer loyalty program. The membership has an unlimited life. Members enjoy favorable treatment such as more convenient check-out procedures and late check-out, discounts on room rates and accumulate membership points for their paid stays, which can be redeemed for room night awards and other gifts within two years after the points are earned. The estimated incremental costs to provide room night awards and other gifts are accrued and recorded as accruals for customer loyalty program as members accumulate points and are recognized as cost and expense in the accompanying consolidated statements of comprehensive income. As members redeem awards or their entitlements expire, the provision is reduced correspondingly. As of December 31, 2012 and 2013, the accruals for estimated liabilities under the customer loyalty program amounted to RMB12,963 and RMB15,061, respectively.

***Deferred revenue***

Deferred revenue generally consists of non-refundable advances received from customers for rental of rooms, cash received for membership fees and initial franchise fees received prior to the Group fulfilling its commitments to the franchisees.

***Revenue recognition***

Revenue from leased hotels is derived from hotel operations, mainly including the rental of rooms, food and beverage sales and souvenir sales from leased hotels. Revenue is recognized when rooms are occupied and food and beverages and souvenirs are sold.

Revenues from manachised and franchised hotels are derived from franchise agreements where the franchisees are primarily required to pay (i) an initial one-time franchise fee, and (ii) continuing franchise fees, which mainly consist of (a) on-going management and service fees mainly based on a certain percentage of the room revenues of the franchised hotels, and (b) system maintenance, support fees and central reservation system usage fees. The one-time franchise fee is recognized when the manachised and franchised hotel opens for business, the fee becomes non-refundable, and the Group has fulfilled all its commitments and obligations, including the assistance to the franchisees in property design, leasehold improvement construction project management, systems installation and personnel recruiting and training. The ongoing management and service fees are recognized when the underlying service revenue is recognized by the franchisees' operations. The system maintenance, support fee and central reservation system usage fee is recognized when services are provided.

In addition, the Group accounts for hotel manager fees related to the manachised hotels under the franchise program as revenues. Pursuant to the franchise agreements, the Group charges the franchisees fixed hotel manager fees to cover the manachised hotel managers' payroll, social welfare benefits and certain other out-of-pocket expenses that the Group incurs on behalf of the manachised hotels. The hotel manager fee is recognized as revenue monthly. During the years ended December 31, 2011, 2012 and 2013, the hotel manager fees that were recognized as revenue were RMB43,021, RMB72,061 and RMB116,885, respectively.

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Membership fees from the Group's customer loyalty program are earned and recognized on a straight-line basis over the expected membership duration of the different membership levels. Such duration is estimated based on the Group's and management's experience and is adjusted on a periodic basis to reflect changes in membership retention. Effective October 1, 2010, the Group prospectively revised the estimated membership duration from three to five years to two to five years to more closely reflect the expected membership retention. Revenues recognized from the customer loyalty program were RMB35,623, RMB51,132 and RMB74,715 for the years ended December 31, 2011, 2012 and 2013, respectively.

***Business tax and related taxes***

The Group is subject to business tax, education surtax and urban maintenance and construction tax, on the services provided in the PRC. Such taxes are primarily levied based on revenue at applicable rates and are recorded as a reduction of revenues.

***Advertising and promotional expenses***

Advertising related expenses, including promotion expenses and production costs of marketing materials, are charged to the consolidated statements of comprehensive income as incurred, and amounted to RMB28,445, RMB30,053 and RMB43,807 for the years ended December 31, 2011, 2012 and 2013, respectively.

***Government grants***

Unrestricted government subsidies from local governmental agencies allowing the Group full discretion to utilize the funds were RMB7,491, RMB6,723 and RMB17,016 for the years ended December 31, 2011, 2012 and 2013, respectively, which were recorded as other operating income. The prior period amounts have been reclassified from an offset to general and administrative expenses to conform to the current year presentation. These reclassifications have no effect on the Group's previously reported results of operations and financial position.

***Leases***

A lease of which substantially all the benefits and risks incidental to ownership remain with the lessor is classified as an operating lease. All leases of the Group are currently classified as operating leases. When a lease contains rent holidays or requires fixed escalations of the minimum lease payments, the Group records the total rental expense on a straight-line basis over the initial lease term and the difference between the straight-line rental expense and cash payment under the lease is recorded as deferred rent. As of December 31, 2012 and 2013, deferred rent of RMB11,882 and RMB15,704 were recorded as other current liabilities and RMB470,438 and RMB653,831 were recorded as long-term liabilities, respectively.

***Capitalization of interest***

Interest cost incurred on funds used to construct leasehold improvements during the active construction period is capitalized. The interest capitalized is determined by applying the borrowing interest rate to the average amount of accumulated capital expenditures for the assets under construction during the period. The interest expense incurred for the years ended December 31, 2011, 2012 and 2013 was RMB882, RMB859 and RMB1,084, of which nil, RMB37 and RMB271 was capitalized as additions to assets under construction, respectively.

***Income taxes***

Current income taxes are provided for in accordance with the relevant statutory tax laws and regulations.



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Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. Net operating losses are carried forward and credited by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of the Group, it is more-likely-than-not that some portion or all of the deferred tax assets will not be realized. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on the characteristics of the underlying assets and liabilities, or the expected timing of their use when they do not relate to a specific asset or liability.

***Foreign currency translation***

The reporting currency of the Group is the Renminbi (“RMB”). The functional currency of the Company is the United States dollar (“US dollar”). Monetary assets and liabilities denominated in currencies other than the US dollar are translated into US dollar at the rates of exchange ruling at the balance sheet date. Transactions in currencies other than the US dollar during the year are converted into the US dollar at the applicable rates of exchange prevailing on the day transactions occurred. Transaction gains and losses are recognized in the statements of comprehensive income. Assets and liabilities are translated into RMB at the exchange rates at the balance sheet date, equity accounts are translated at historical exchange rates and revenues, expenses, gains and losses are translated using the average rate for the year. Translation adjustments are reported as cumulative translation adjustments and are shown as a separate component of other comprehensive loss in the consolidated statements of comprehensive income.

The financial records of the Group’s subsidiaries are maintained in local currencies, RMB, which is the functional currency.

***Comprehensive income***

Comprehensive income includes all changes in equity except for those resulting from investments by owners and distributions to owners and is comprised of net income and foreign-currency translation adjustments. The consolidated financial statements have been adjusted for the retrospective application of the authoritative guidance regarding presentation of comprehensive income, which was adopted by the Group on January 1, 2012.

***Concentration of credit risk***

Financial instruments that potentially expose the Group to concentration of credit risk consist primarily of cash and cash equivalents, restricted cash, short-term investments and accounts receivable.

All of the Group’s cash and cash equivalents and restricted cash are held with financial institutions that Group management believes to be high credit quality. In addition, the Group’s investment policy limits its exposure to concentrations of credit risk and the Group’s short-term investments consist of corporate debt securities with high credit quality. The Group conducts credit evaluations on its group and agency customers and generally does not require collateral or other security from such customers. The Group periodically evaluates the creditworthiness of the existing customers in determining an allowance for doubtful accounts primarily based upon the age of the receivables and factors surrounding the credit risk of specific customers.

***Fair value***

The Group defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Group considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

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The established fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of inputs may be used to measure fair value include:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The estimated fair value of the Group's financial instruments, including cash, restricted cash, short-term investments, receivables, payables and accruals, approximates their carrying value due to their short-term nature.

When available, the Group uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Group measures fair value using valuation techniques that use, when possible, current market-based or independently sourced market parameters, such as interest rates.

As of December 31, 2013, information about inputs into the fair value measurements of the Group's assets and liabilities that are measured at fair value on a recurring basis in periods subsequent to their initial recognition is as follows:

Description	Year Ended December 31, 2013	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities	50,000	—	50,000	—

The following table presents the Group's assets measured at fair value on a non-recurring basis for the year ended December 31, 2012 and 2013:

Year Ended December 31,	Description	Fair value	Fair Value Measurements at Reporting Date Using			Total loss
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
2012	Property and equipment	4,991	—	—	4,991	5,349
2013	Property and equipment	5,382	—	—	5,382	7,965

As a result of reduced expectations of future cash flows from certain leased hotels, the Group determined that the hotels property and equipment with a carrying amount of RMB10,340 and RMB13,347 was not fully recoverable and consequently recorded an impairment charge of RMB5,349 and RMB7,965 for the years ended December 31, 2012 and 2013, respectively.

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Fair value of the property and equipment was determined by the Group based on the income approach using the discounted cash flow associated with the underlying assets, which incorporated certain assumptions including projected hotels' revenue, growth rates and projected operating costs based on current economic condition, expectation of management and projected trends of current operating results. As a result, the Group has determined that the majority of the inputs used to value its long-lived assets held and used are unobservable inputs that fall within Level 3 of the fair value hierarchy. The revenue growth rate and the discount rate were the significant unobservable input used in the fair value measurement, which are 4% and 15%, and 4% and 20% for the year ended December 31, 2012 and 2013, respectively.

***Share-based compensation***

The Group recognizes share-based compensation in the consolidated statements of comprehensive income based on the fair value of equity awards on the date of the grant, with compensation expenses recognized over the period in which the grantee is required to provide service to the Group in exchange for the equity award. The share-based compensation expenses have been categorized as either hotel operating costs, general and administrative expenses or selling and marketing expenses, depending on the job functions of the grantees. For the years ended December 31, 2011, 2012 and 2013, the Group recognized share-based compensation expenses of RMB15,483, RMB20,837 and RMB30,468, respectively, which was classified as follows:

	Year Ended December 31,		
	2011	2012	2013
Hotel operating costs	2,115	2,592	4,948
Selling and marketing expenses	783	1,031	973
General and administrative expenses	12,585	17,214	24,547
Total	<u>15,483</u>	<u>20,837</u>	<u>30,468</u>

***Earnings per share***

Basic earnings per share is computed by dividing income attributable to holders of ordinary shares by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue ordinary shares were exercised or converted into ordinary shares and is calculated using the treasury stock method for stock options and nonvested restricted stocks.

***Segment reporting***

The Group operates and manages its business as a single segment. The Group primarily generates its revenues from customers in the PRC. Accordingly, no geographical segments are presented. Substantially all of the Group's long-lived assets are located in the PRC.

***Recently issued accounting pronouncements***

On February 28, 2013, the FASB issued ASU 2013-04, which is based on a consensus reached by the Emerging Issues Task Force ("EITF"). ASU 2013-04 requires entities to "measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, as the sum of the following:

- The amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors
- Any additional amount the reporting entity expects to pay on behalf of its co-obligors.

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Required disclosures include a description of the joint-and-several arrangement and the total outstanding amount of the obligation for all joint parties. ASU 2013-04 permits entities to aggregate disclosures (as opposed to providing separate disclosures for each joint-and-several obligation). These disclosure requirements are incremental to the existing related-party disclosure requirements in ASC 850. ASU 2013-04 is effective for all prior periods in fiscal years beginning on or after December 15, 2013 and interim reporting periods within those years. The Group is required to adopt ASU 2013-04 as of January 1, 2014, and does not expect any significant impact on its consolidated results of operations, financial position or cash flows.

On March 4, 2013, the FASB issued ASU 2013-05, which indicates that the entire amount of a cumulative translation adjustment (CTA) related to an entity's investment in a foreign entity should be released when there has been a:

- Sale of a subsidiary or group of net assets within a foreign entity and the sale represents the substantially complete liquidation of the investment in the foreign entity.
- Loss of a controlling financial interest in an investment in a foreign entity (i.e., the foreign entity is deconsolidated).
- Step acquisition for a foreign entity (i.e., when an entity has changed from applying the equity method for an investment in a foreign entity to consolidating the foreign entity).

ASU 2013-05 does not change the requirement to release a pro rata portion of the CTA of the foreign entity into earnings for a partial sale of an equity method investment in a foreign entity. ASU 2013-05 is effective for fiscal years (and interim periods within those fiscal years) beginning on or after December 15, 2013 and should be applied prospectively. The Group is required to adopt ASU 2013-05 as of January 1, 2014, and does not expect any significant impact on its consolidated results of operations, financial position or cash flows.

On July 18, 2013, the FASB issued ASU 2013-11 in response to a consensus reached at the EITF's June 11, 2013, meeting. ASU 2013-11 provides guidance on financial statement presentation of an unrecognized tax benefit ("UTB") when a net operating loss ("NOL") carryforward, a similar tax loss, or a tax credit carryforward exists. Under ASU 2013-11, an entity must present a UTB, or a portion of a UTB, in the financial statements as a reduction to a deferred tax asset ("DTA") for an NOL carryforward, a similar tax loss, or a tax credit carryforward except when:

- An NOL carryforward, a similar tax loss, or a tax credit carryforward is not available as of the reporting date under the governing tax law to settle taxes that would result from the disallowance of the tax position.
- The entity does not intend to use the DTA for this purpose (provided that the tax law permits a choice).

If either of these conditions exists, an entity should present a UTB in the financial statements as a liability and should not net the UTB with a DTA. New recurring disclosures are not required because ASU 2013-11 does not affect the recognition or measurement of uncertain tax positions under ASC 740. This amendment does not affect the amounts public entities disclose in the tabular reconciliation of the total amounts of UTBs because the tabular reconciliation presents the gross amounts of UTBs. ASU 2013-11 is effective for public entities for fiscal years beginning after December 15, 2013, and interim periods within those years. ASU 2013-11 should be applied to all UTBs that exist as of the effective date. Entities may choose to apply ASU 2013-11 retrospectively to each prior reporting period presented. The Group is required to adopt ASU 2013-11 as of January 1, 2014, and does not expect any significant impact on its consolidated results of operations, financial position or cash flows.

***Translation into United States Dollars***

The financial statements of the Group are stated in RMB. Translations of amounts from RMB into United States dollars are solely for the convenience of the reader and were calculated at the rate of US\$1.00 = RMB6.0537, on December 31, 2013, as set forth in H.10 statistical release of the Federal Reserve Board. The translation is not intended to imply that the RMB amounts could have been, or could be, converted, realized or settled into United States dollars at that rate on December 31, 2013, or at any other rate.

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**3. ACQUISITIONS**

(i) During the year ended December 31, 2012, to enrich the Group's brand and accelerate the Group's expansion in the mid-scale market, the Group acquired 51% equity interest of Starway Hotels (Hong Kong) Limited ("Starway"), a franchised hotel chain from C-Travel International Limited ("C-Travel"), a wholly owned subsidiary of Ctrip.com International, Ltd. for total cash consideration of RMB17,292. C-Travel granted the Group a purchase right to acquire the remaining 49% equity interest of Starway at an amount in US\$ equal to RMB16,460 within one year. The right may be exercised by the Group in its sole discretion. The business acquisition was accounted for under purchase accounting.

The following is a summary of the fair values of the assets acquired and liabilities assumed:

	2012	Amortization period
Current assets	954	
Intangible assets	299	5 years
Property and equipment	667	5-10 years
Brand name	28,600	indefinite
Non-compete agreement	400	10 years
Franchise agreements	7,700	remaining contract terms
Goodwill	21,491	
Current liabilities	(19,430)	
Deferred tax liabilities	(9,174)	
Noncontrolling interest	(14,215)	
<b>Total</b>	<b>17,292</b>	

Brand name represents the registered trademark of Starway which is well recognized brand in mid-scale hotel market in PRC. The useful life of brand name is indefinite. The Group measured the fair value of the brand name under the relief-from-royalty method.

Goodwill was recognized as a result of expected synergies from combining operations of the Group and Starway and other intangible assets that do not qualify for separate recognition. Goodwill is not amortized and is not deductible for tax purpose.

During the year ended December 31, 2013, the Group acquired the remaining 49% equity interest of Starway for cash consideration of RMB16,460. RMB4,210 has been paid in 2013 and RMB12,250 will be paid in six equal installments in three years. The purchase of the remaining 49% noncontrolling interest is treated as an equity transaction. The difference between the purchase consideration and the related carrying value of the noncontrolling interests of RMB2,514 was recorded as a reduction of additional paid-in capital during the years ended December 31, 2013.

(ii) During the years ended December 31, 2011, 2012 and 2013, the Group acquired four, one and nine individual hotels in the form of leased hotel for total cash consideration of RMB20,400, RMB7,000 and RMB33,423, respectively. The business acquisitions were accounted for under purchase accounting.

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The following is a summary of the fair values of the assets acquired and liabilities assumed:

	2011	2012	2013	Amortization period
Current assets	2,199	127	5,552	
Intangible assets	63	—	—	
Property and equipment	10,980	4,668	29,805	5-10 years
Favorable leases	5,847	2,470	6,422	remaining lease terms
Deferred tax assets	—	—	6,628	
Franchise agreements	900	200	—	remaining contracts terms
Goodwill	1,873	153	662	
Current liabilities	—	—	(2,501)	
Deferred tax liabilities	(1,462)	(618)	(13,145)	
Total	<u>20,400</u>	<u>7,000</u>	<u>33,423</u>	

#### 4. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consist of the following:

	As of December 31,	
	2012	2013
<b>Cost:</b>		
Buildings	11,860	12,115
Leasehold improvements	3,220,481	4,190,693
Furniture, fixtures and equipment	479,808	619,200
Motor vehicles	833	820
	<u>3,712,982</u>	<u>4,822,828</u>
Less: Accumulated depreciation	(1,013,694)	(1,463,547)
	<u>2,699,288</u>	<u>3,359,281</u>
Construction in progress	252,221	274,758
Property and equipment, net	<u>2,951,509</u>	<u>3,634,039</u>

Depreciation expense was RMB229,742, RMB337,511 and RMB453,637 for the years ended December 31, 2011, 2012 and 2013, respectively.

In 2011, the Group demolished one leased hotel due to local government zoning requirements. As a result, the Group wrote off property and equipment of RMB2,411 associated with this hotel and recognized a gain of RMB89 as other operating income, which is net of RMB2,500 cash received.

In 2012, the Group demolished one leased hotel due to local government zoning requirements. As a result, the Group wrote off property and equipment of RMB3,042 associated with this hotel, which has been recorded as receivable in other current assets as of December 31, 2012 and 2013. No gain or loss was recognized. RMB4,553 has been received in February 2014.

In 2013, the Group demolished three leased hotels due to local government zoning requirements. As a result, the Group wrote off property and equipment of RMB7,296 associated with these hotels and recognized a gain of RMB10,734 as other operating income, which is net of RMB15,030 cash received and RMB3,000 receivable recorded in other current assets as of December 31, 2013.

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As of December 31, 2013, the Group has been formally notified by local government authorities that two additional leased hotels of the Group will likely be demolished due to local government zoning requirements. The aggregate carrying amount of property and equipment at the associated hotels was RMB10,981 as of December 31, 2013. Neither of the associated hotels has recorded intangible assets or goodwill. The Group has not recognized any impairment as expected cash flows from the hotels' operations prior to demolition and expected amounts to be received as a result of the demolition will likely exceed the carrying value of such assets. The Group estimated amounts to be received based on the relevant PRC laws and regulations, terms of the lease agreements, and the prevailing market practice.

**5. INTANGIBLE ASSETS, NET AND UNFAVORABLE LEASE**

Intangible assets, net consist of the following:

	As of December 31,	
	2012	2013
Brand name	28,600	28,600
Franchise agreements	7,900	7,700
Non-compete agreement	400	400
Favorable lease agreements	69,626	76,048
Purchased software	20,490	24,835
Total	127,016	137,583
Less: Accumulated amortization	(26,036)	(35,738)
Total	<u>100,980</u>	<u>101,845</u>

Unfavorable lease

	As of December 31,	
	2012	2013
Unfavorable lease agreements	3,924	3,924
Less: Accumulated amortization	(1,969)	(2,307)
Unfavorable lease agreements, net	<u>1,955</u>	<u>1,617</u>

The values of favorable lease agreements were determined based on the estimated present value of the amount the Group has avoided paying as a result of entering into the lease agreements. Unfavorable lease agreements were determined based on the estimated present value of the acquired lease that exceeded market prices and are recognized as other long-term liabilities. The value of favorable and unfavorable lease agreements is amortized using the straight-line method over the remaining lease term.

Amortization expense of intangible assets for the years ended December 31, 2011, 2012 and 2013 amounted to RMB6,652, RMB10,501 and RMB9,846, respectively.

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The annual estimated amortization expense for the above intangible assets and unfavorable lease for the following years is as follows:

	Amortization for Intangible Assets	Amortization for Unfavorable Lease	Net Amortization
2014	9,554	(297)	9,257
2015	9,438	(289)	9,149
2016	9,079	(209)	8,870
2017	8,727	(130)	8,597
2018	7,622	(130)	7,492
Thereafter	28,825	(562)	28,263
	<u>73,245</u>	<u>(1,617)</u>	<u>71,628</u>

**6. LONG TERM INVESTMENTS**

The long term investments as of December 31, 2012 and 2013 were as follows:

	As of December 31,	
	2012	2013
UBOX	28,129	40,517
Kangdu	—	50,000
Yibang	—	—
Total	<u>28,129</u>	<u>90,517</u>

In June 2012, the Group purchased 46,200,000 Series A preferred shares of UBOX International Holdings Co., Limited (“UBOX”), a privately-held company, for the consideration of RMB28,129.

In December 2012, the Group purchased convertible promissory note of RMB8,074 from UBOX. In December 2013, the Group converted the principal of the promissory note to 8,530,731 ordinary shares of UBOX. In August 2013, the Group purchased another convertible promissory note of RMB4,314 from UBOX. The investments were accounted for using the cost method since the Group does not have the ability to exert significant influence over UBOX. As of December 31, 2013, there had been no identified events or changes in circumstances that had a significant adverse effect on the investments or other indicates of impairment.

In November 2013, the Group entered into an investment agreement to inject RMB100,000 to Suzhou Kangdu Property Co., Limited (“Kangdu”), a real estate company, for 50% equity interest of Kangdu. According to the investment agreement, the Group will not participate in the operation of Kangdu, nor share the earnings. Concurrently the Group entered into the agreement with Kangdu to acquire the property developed by Kangdu for a purchase price of RMB175,000 and the property is scheduled to be completed and transferred to the Group in October 2015. In addition, the Group was granted a put option to require the other investors of Kangdu to repurchase its equity interest for RMB100,000 plus 8% interest at such time the property is scheduled to be transferred to the Group in October 2015. The Group had injected RMB50,000 in November 2013 and RMB30,000 in January 2014. The Group accounted for the investment as available-for-sale securities. In April 2014, the Group entered into an agreement to transfer its investment in Kangdu to a related party, in which the Group owns minority interest, for consideration of RMB80,000 plus 8% interest, and its rights and obligations associated with the property purchase agreement was transferred to the related party contemporarily.



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In May 2013, the Group acquired 30% equity interest in Lijiang Yibang Changchunteng Hotel Co., Limited (“Yibang”) for consideration of RMB 430. The Group accounted the investment under equity-method. The Group recognized its share of Yibang’s loss of RMB430 for the year ended December 31, 2013.

**7. GOODWILL**

The changes in the carrying amount of goodwill for the years ended December 31, 2011, 2012 and 2013 were as follows:

	Gross Amount	Accumulated Impairment Loss	Net Amount
Balance at January 1, 2011	42,471	(1,098)	41,373
Increase in goodwill related to acquisitions	1,873	—	1,873
Impairment losses recognized	—	(710)	(710)
Balance at December 31, 2011	44,344	(1,808)	42,536
Increase in goodwill related to acquisitions	21,644	—	21,644
Balance at December 31, 2012	65,988	(1,808)	64,180
Increase in goodwill related to acquisitions	662	—	662
Balance at December 31, 2013	<u>66,650</u>	<u>(1,808)</u>	<u>64,842</u>

**8. DEBT**

In March 2012, the Group entered into a five-year bank credit facility under which the Group can borrow up to RMB 500,000 by May 21, 2015, which is subject to bank’s reevaluation from time to time. The credit facility has a specified expiration schedule for draw down. The interest rate for each draw down is established on the draw-down date and is adjusted annually, based on the loan interest rate stipulated by the People’s Bank of China for the corresponding period. As of December 31, 2012, the Group had drawn down the credit facility of RMB1,000, repaid RMB1,000, and RMB100,000 of the credit facility has expired. As of December 31, 2013, the Group had drawn down nil. As of December 31, 2013, credit facility of RMB399,000 was available for future borrowing, which will expire on May 21, 2015. The weighted average interest rate for borrowings drawn under such credit facility was 6.9% for the year ended December 31, 2012. The credit facility is restricted to certain hotels’ renovation and the credit facility was not collateralized.

In September 2012, the Group entered into a three-year revolving bank credit facility under which the Group can draw-down up to RMB300,000 by October 9, 2015. As of December 31, 2012 and 2013, the Group has drawn down the credit facility of nil and RMB104,540 and repaid nil and RMB104,540, respectively. The weighted average interest rate for borrowings drawn under such credit facility was 6.0% for the year ended December 31, 2013. In December 2013, the Group renewed the bank credit facility under which the Group can borrow up to RMB 500,000 by December 11, 2016. The interest rate for this credit facility was determined on the draw-down date and the credit facility was not collateralized. As of December 31, 2013, a letter of guarantee of RMB700 was issued under this credit facility, and RMB499,300 was available for future borrowing.

In December 2012, the Group entered into a thirty-month bank credit facility under which the Group can draw down up to US\$10 million by April 5, 2013. The interest rate for each draw down is based on the twelve-month London Interbank Offered Rate (“Libor”) on draw-down date plus 2.7%. Each draw down will be guaranteed by letter of guarantee or stand-by letter of credit. As of December 31, 2013, the Group has drawn down US\$200 thousand and repaid US\$200 thousand and the facility has expired. The weighted average interest rate for borrowings drawn under such credit facility was 3.54% for the year ended December 31, 2013.

In December 2013, the Group signed a one-year entrusted loan contract with a subsidiary of Ctrip.com International, Ltd. under which the Group can borrow up to RMB 300,000 for the period from January 6, 2014 to January 5, 2015. The interest rate of this borrowing is 5.4%. According to the agreement, the Group shall settle the unpaid principal and interest with its ordinary shares if the loan is in default.

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**9. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

	<b>As of December 31,</b>	
	<b>2012</b>	<b>2013</b>
Payable for business acquisitions	7,623	6,398
Business taxes and other surcharge payables	41,178	48,557
Accrual for customer loyalty program	12,963	15,061
Payable to noncontrolling interest holders	11,751	7,112
Other payables	16,589	51,386
Accrued rental	35,989	41,517
Accrued utilities	28,332	38,336
Other accrued expenses	32,955	40,818
<b>Total</b>	<b>187,380</b>	<b>249,185</b>

From time to time, the Group receives cash advances from noncontrolling interest holders of hotels that are not wholly owned by the Group. Such advances are non-interest bearing and are payable within one year.

**10. HOTEL OPERATING COSTS**

Hotel operating costs include all direct costs incurred in the operation of the leased hotels, manachised and franchised hotels and consist of the following:

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Rents	655,247	916,357	1,255,663
Utilities	150,865	215,768	273,314
Personnel cost	329,078	505,773	638,511
Depreciation and amortization	227,938	337,162	453,062
Consumable, food and beverage	228,244	333,245	391,715
Others	111,965	145,597	169,401
<b>Total</b>	<b>1,703,337</b>	<b>2,453,902</b>	<b>3,181,666</b>

**11. PRE-OPENING EXPENSES**

The Group expenses all costs incurred in connection with start-up activities, including pre-operating costs associated with new hotel facilities and costs incurred with the formation of the subsidiaries, such as organization costs. Pre-opening expenses primarily include rental expenses and employee costs incurred during the hotel pre-opening period.

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Rents	153,229	191,538	186,656
Personnel costs	13,273	15,488	8,700
Others	17,796	23,664	15,928
<b>Total</b>	<b>184,298</b>	<b>230,690</b>	<b>211,284</b>

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**12. SHARE-BASED COMPENSATION**

In February 2007, the Group adopted the 2007 Global Share Plan which allows the Group to offer incentive awards to employees, officers, directors and consultants or advisors (the “Participants”). Under the 2007 Global Share Plan, the Group may issue incentive awards to the Participants to purchase not more than 10,000,000 ordinary shares. In June 2007, the Group adopted the 2008 Global Share Plan which allows the Group to offer incentive awards to Participants. Under the 2008 Global Share Plan, the Group may issue incentive awards to purchase up to 3,000,000 ordinary shares. In October 2008, the Group increased the maximum number of incentive awards available under the 2008 Global Share Plan to 7,000,000. In September 2009, the Group adopted the 2009 Share Incentive Plan which allows the Group to offer incentive awards to Participants. Under the 2009 Share Incentive Plan, the Group may issue incentive awards to purchase up to 3,000,000 ordinary shares. In July 2010, the Group increased the maximum number of incentive awards available under the 2009 Share Incentive Plan to 15,000,000. The 2007 and 2008 Global Share Plans and 2009 Share Incentive Plan (collectively, the “Incentive Award Plans”) contain the same terms and conditions. All incentive awards granted under the Incentive Award Plans have a maximum life of ten years and vest 50% on the second anniversary of the stated vesting commencement date with the remaining 50% vesting ratably over the following two years. As of December 31, 2013, the Group had granted 24,743,043 options and 4,162,416 nonvested restricted stocks.

*Share options*

In July 2012, the Group granted 1,475,366 options to executive officers that will vest 50% on the second anniversary of the stated vesting commencement date with the remaining 50% vesting ratably over the following two years and will become exercisable if the Group satisfies certain performance conditions for the three-year period ending December 31, 2014. The number of underlying shares that may become exercisable will range from 0% to 200% depending upon whether the performance conditions are achieved and, if achieved, to what level. The Group recognizes compensation expenses for the awards with performance conditions based upon the Group’s judgment of likely future performance and may be adjusted in future periods depending on actual performance.

The weighted-average grant date fair value for options granted during the years ended December 31, 2011 and 2012 was RMB14.37 (US\$2.23) and RMB8.52 (US\$1.35), respectively, computed using the binomial option pricing model. The binomial model requires the input of subjective assumptions including the expected stock price volatility and the expected price multiple at which employees are likely to exercise stock options. The Group uses historical data to estimate forfeiture rate. Expected volatilities are based on the average volatility of the Group and comparable companies. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The fair value of stock options was estimated using the following significant assumptions:

	2011	2012
Suboptimal exercise factor	3.83 to 8.93	7.45 to 7.66
Risk-free interest rate	1.88 to 2.66%	0.81 to 1.19%
Volatility	50.61 to 50.69%	51.35 to 51.89%
Dividend yield	—	—
Life of option	6 years	6 years

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The following table summarized the Group's share option activity under the option plans:

	Number of Options	Weighted Average Exercise Price US\$	Weighted Average Remaining Contractual Life Years	Aggregate Intrinsic Value US\$'000
Share options outstanding at January 1, 2013	9,804,825	2.02		
Granted	—	—		
Forfeited	(176,553)	3.05		
Exercised	(2,802,488)	1.69		
Share options outstanding at December 31, 2013	<u>6,825,784</u>	2.12	4.75	37,500
Share options vested or expected to vest at December 31, 2013	<u>6,713,897</u>	2.09	4.76	37,100
Share options exercisable at December 31, 2013	<u>3,950,516</u>	1.61	4.91	23,718

As of December 31, 2013, there was RMB16,177 in total unrecognized compensation expense related to unvested share-based compensation arrangements, which is expected to be recognized over a weighted-average period of 2.37 years.

During the years ended December 31, 2011, 2012 and 2013, 1,452,468, 1,889,872 and 2,802,488 options were exercised having an aggregate intrinsic value of RMB37,700, RMB32,562 and RMB74,321, respectively.

*Nonvested restricted stock*

The fair value of nonvested restricted stock with service conditions or performance conditions is based on the fair market value of the underlying ordinary shares on the date of grant.

In July 2012, the Group granted 1,059,977 nonvested restricted stocks to executive officers which will become exercisable if the Group satisfies certain performance conditions for the three-year period ending December 31, 2014, and 213,209 nonvested restricted stocks to executive officers which will become exercisable if the Group satisfies certain market condition for the three-year period ending December 31, 2014. These awards vest 50% on the second anniversary of the stated vesting commencement date with the remaining 50% vesting ratably over the following two years. The number of underlying shares that may become exercisable will range from 0% to 200% depending upon whether the performance conditions and market condition are achieved and, if achieved, to what level. The Group recognizes compensation expense for the awards with performance conditions based upon the Group's judgment of likely future performance and may be adjusted in future periods depending on actual performance. The Group estimated the grant date fair value of the awards with market conditions using a Monte Carlo simulation. Compensation expenses for the awards with market conditions are recognized during the requisite service period, even if the market condition is never satisfied. The significant assumptions of the Monte Carlo simulation are the following:

	2012
Expected dividends	—
Risk-free interest rate	0.29%
Expected volatility	48.41%

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The following table summarized the Group's nonvested restricted stock activity in 2013.

	<u>Number of restricted stocks</u>	<u>Weighted average grant date fair value</u> US\$
Nonvested restricted stocks outstanding at January 1, 2013	3,034,042	3.12
Granted	979,950	4.26
Forfeited	(120,620)	3.43
Vested	(255,416)	4.16
Nonvested restricted stocks outstanding at December 31, 2013	<u>3,637,956</u>	<u>3.33</u>

As of December 31, 2013, there was RMB49,858 in unrecognized compensation costs, net of estimated forfeitures, related to unvested restricted stocks, which is expected to be recognized over a weighted-average period of 2.77 years.

The total fair value of nonvested restricted stocks vested in 2013 was RMB7,089.

### 13. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the years indicated:

	<u>Year Ended December 31,</u>		
	<u>2011</u>	<u>2012</u>	<u>2013</u>
Net income attributable to ordinary shareholders — basic	114,832	174,887	279,858
Net income attributable to ordinary shareholders — diluted	114,832	174,887	279,858
Weighted average ordinary shares outstanding — basic	241,928,286	243,284,332	245,187,348
Incremental weighted-average ordinary shares from assumed exercise of share options and nonvested restricted stocks using the treasury stock method	4,252,916	3,696,669	4,298,936
Weighted average ordinary shares outstanding — diluted	<u>246,181,202</u>	<u>246,981,001</u>	<u>249,486,284</u>
Basic earnings per share	0.47	0.72	1.14
Diluted earnings per share	<u>0.47</u>	<u>0.71</u>	<u>1.12</u>

For the years ended December 31, 2011, 2012 and 2013, the Group had securities which could potentially dilute basic earnings per share in the future, but which were excluded from the computation of diluted earnings per share as their effects would have been anti-dilutive. Such outstanding securities consist of the following:

	<u>Year Ended December 31,</u>		
	<u>2011</u>	<u>2012</u>	<u>2013</u>
Outstanding employee options and nonvested restricted stocks	<u>1,486,533</u>	<u>797,981</u>	<u>—</u>

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**14. INCOME TAXES**

***Cayman Islands***

Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gain.

***Hong Kong***

China Lodging Holdings (HK) Limited and Starway Hotels (HongKong) Limited are subject to Hong Kong profit tax at a rate of 16.5% in 2011, 2012 and 2013. No Hong Kong profit tax has been provided as the Group has not had assessable profit that was earned in or derived from Hong Kong during the years presented.

***Singapore***

China Lodging Holdings Singapore Pte. Ltd. is subject to Singapore corporate income tax at a rate of 17% in 2011, 2012 and 2013. No Singapore profit tax has been provided as the Group has not had assessable profit that was earned in or derived from Singapore during the years presented.

***PRC***

Under the Law of the People's Republic of China on Enterprise Income Tax ("EIT Law"), which was effective from January 1, 2008, domestically-owned enterprises and foreign-invested enterprises are subject to a uniform tax rate of 25%.

Hanting Technology (Suzhou) Co., Ltd, as a recognized software development entity located at Suzhou Industrial Park in Suzhou of PRC, is entitled to a two-year exemption and three-year 50% reduction starting from the first profit making year after absorbing all prior years' tax losses. Hanting Suzhou has entered into the first tax profitable year for the year ended December 31, 2011.

Tax expense (benefit) is comprised of the following:

	<b>As of December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
Current Tax	60,530	72,395	127,439
Deferred Tax	(35,714)	(18,226)	(22,619)
<b>Total</b>	<b>24,816</b>	<b>54,169</b>	<b>104,820</b>

A reconciliation between the effective income tax rate and the PRC statutory income tax rate is as follows:

	<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2012</b>	<b>2013</b>
PRC statutory tax rate	25%	25%	25%
Tax effect of other expenses that are not deductible in determining taxable profit	3%	3%	3%
Effect of different tax rate of group entities operating in other jurisdictions	(3)%	1%	(1)%
Effect of change in valuation allowance	9%	6%	3%
Effect of tax holiday	(17)%	(12)%	(3)%
<b>Effective tax rate</b>	<b>17%</b>	<b>23%</b>	<b>27%</b>

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The aggregate amount and per share effect of the tax holidays are as follows:

	Year Ended December 31,		
	2011	2012	2013
Aggregate amount	24,156	28,139	12,721
Per share effect—basic	0.10	0.12	0.05
Per share effect—diluted	0.10	0.11	0.05

The principal components of the Group's deferred income tax assets and liabilities as of December 31, 2012 and 2013 are as follows:

	As of December 31,	
	2012	2013
<b>Deferred tax assets:</b>		
Net loss carryforward	71,564	90,983
Pre-opening expenses	1,405	393
Deferred revenue	37,688	48,960
Deferred rent	4,200	5,450
Unfavorable lease	2,704	3,698
Bad debt provision	796	1,892
Accrual for customer loyalty program	3,241	3,765
Accrued payroll	3,248	2,001
Share-based compensation	10,422	12,267
Others	193	1,354
Valuation allowance	(36,283)	(51,596)
Total deferred tax assets	<u>99,178</u>	<u>119,167</u>
<b>Deferred tax liabilities:</b>		
Favorable lease	18,670	24,340
Capitalized interest	1,836	1,601
Others	1,829	281
Total deferred tax liabilities	<u>22,335</u>	<u>26,222</u>
<b>Deferred tax assets are analyzed as:</b>		
Current	44,231	51,759
Non-Current	54,947	67,408
	<u>99,178</u>	<u>119,167</u>
<b>Deferred tax liabilities are analyzed as:</b>		
Current	—	151
Non-current	22,335	26,071
	<u>22,335</u>	<u>26,222</u>

For the years ended December 31, 2012 and 2013, valuation allowance of RMB18,792 and RMB22,158 were provided, respectively, and RMB5,658 and RMB9,984 were reversed, respectively. The additional valuation allowance of RMB1,597 and RMB3,139 were due to the acquisitions for the year ended December 31, 2012 and 2013, respectively. The Group considers positive and negative evidence to determine whether some portion or all of the deferred tax assets will more likely than not be realized. This assessment considers, among other matters, the nature, frequency and severity of recent losses, forecasts of future profitability, the duration of statutory carryforward periods, the Group's experience with tax attributes expiring unused and tax planning alternatives. Valuation allowances have been established for deferred tax assets based on a more likely than not threshold. The Group's ability to realize deferred tax assets depends on its ability to generate sufficient taxable income within the carryforward periods provided for in the tax law.

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As of December 31, 2013, the Group had tax loss carryforwards of RMB363,931 which will expire between 2014 and 2018 if not used.

The Group determines whether or not a tax position is “more-likely-than-not” of being sustained upon audit based solely on the technical merits of the position. At December 31, 2012 and 2013, the Group had recorded uncertain tax benefits of approximately RMB4,148 and RMB7,122 associated with the interests on intercompany loans, respectively. No interest or penalty expense was recorded for the years ended December 31, 2011, 2012 and 2013. The Group does not anticipate any significant changes to its liability for unrecognized tax benefits within the next 12 months.

The following table is a roll-forward of the unrecognized tax benefits:

	As of December 31,		
	2011	2012	2013
Balance at January 1	799	1,494	4,148
Addition for tax positions	695	2,654	2,974
Balance at December 31	1,494	4,148	7,122

In accordance with the EIT Law, dividends, which arise from profits of foreign invested enterprises (“FIEs”) earned after January 1, 2008, are subject to a 10% withholding income tax. A lower withholding tax rate may be applied if there is a favorable tax treaty between mainland China and the jurisdiction of the foreign holding company. For example, holding companies in Hong Kong that are also tax residents in Hong Kong are eligible for a 5% withholding tax on dividends under the Tax Memorandum between China and the Hong Kong Special Administrative Region if the holding company is the beneficial owner of the dividends. Under applicable accounting principles, a deferred tax liability should be recorded for taxable temporary differences attributable to the excess of financial reporting basis over tax basis in a domestic subsidiary. The Group intends to indefinitely reinvest the undistributed earnings of the Group’s PRC subsidiaries, therefore, no provision for PRC dividend withholding tax was provided.

According to the PRC Tax Administration and Collection Law, the statute of limitations is three years if the underpayment of income taxes is due to computational errors made by the taxpayer. The statute of limitations will be extended to five years under special circumstances, which are not clearly defined, but an underpayment of income tax liability exceeding RMB100 is specifically listed as a special circumstance. In the case of a transfer pricing related adjustment, the statute of limitations is ten years. There is no statute of limitations in the case of tax evasion. The Group’s PRC subsidiaries are therefore subject to examination by the PRC tax authorities from 2009 through 2013 on non-transfer pricing matters, and from the inception of the Group through 2013 on transfer pricing matters.

#### **15. MAINLAND CHINA CONTRIBUTION PLAN**

Full time employees of the Group in the PRC participate in a government-mandated defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. PRC labor regulations require the Group to accrue for these benefits based on a certain percentage of the employees’ salaries. The total contribution for such employee benefits were RMB57,295, RMB93,178 and RMB119,015 for the years ended December 31, 2011, 2012 and 2013, respectively. The Group has no ongoing obligation to its employees subsequent to its contributions to the PRC plan.



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**16. RESTRICTED NET ASSETS**

Pursuant to laws applicable to entities incorporated in the PRC, the subsidiaries of the Group in the PRC must make appropriations from after-tax profit to non-distributable reserve funds. These reserve funds include one or more of the following: (i) a general reserve, (ii) an enterprise expansion fund and (iii) a staff bonus and welfare fund. Subject to certain cumulative limits, the general reserve fund requires annual appropriation of 10% of after tax profit (as determined under accounting principles generally accepted in the PRC at each year-end) until the accumulative amount of such reserve fund reaches 50% of their registered capital; the other fund appropriations are at the subsidiaries' discretion. These reserve funds can only be used for specific purposes of offsetting future losses, enterprise expansion and staff bonus and welfare and are not distributable as cash dividends and amounted to RMB26,915, RMB49,626 and RMB64,957 as of December 31, 2011, 2012 and 2013, respectively. In addition, due to restrictions on the distribution of share capital from the Company's PRC subsidiaries, the PRC subsidiaries share capital of RMB2,075,975 at December 31, 2013 is considered restricted. As a result of these PRC laws and regulations, as of December 31, 2013, approximately RMB2,140,932 is not available for distribution to the Company by its PRC subsidiaries in the form of dividends, loans or advances.

**17. RELATED PARTY TRANSACTIONS AND BALANCES**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

The following entities are considered to be related parties to the Group. The related parties only act as service providers, service recipients and lessors to the Group and there is no other relationship wherein the Group has the ability to exercise significant influence over the operating and financial policies of these parties. The Group is not obligated to provide any type of financial support to these related parties.

<b>Related Party</b>	<b>Nature of the Party</b>	<b>Relationship with the Group</b>
Lishan Property (Suzhou) Co., Ltd. ("Suzhou Property")	Commercial leasing business	Controlled by Qi Ji
Ctrip.com International, Ltd. ("Ctrip")	Online travel services provider	Qi Ji is a director
UBOX International Holdings Co Limited ("UBOX")	Vending machine operator	Qi Ji is a director
Lijiang Yibang Changchunteng Hotel Co Limited ("Yibang")	Hotel	Joint venture of the Group

In August 2011, Mr. Qi Ji sold all the ownership interests in Powerhill to third parties and since then Powerhill and its wholly owned subsidiary Suzhou Property have been no longer related parties to the Group.

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**(a) Related party balances**

Amounts due from related parties were comprised of the interest receivables derived from convertible bonds purchased in August, 2013 and service fee receivables from UBOX and advance to Yibang.

	As of December 31,	
	2012	2013
UBOX	—	256
Yibang	—	402
<b>Total</b>	<b>—</b>	<b>658</b>

Amounts due to a related party were comprised of commissions payable for reservation services and Starway acquisition payable to Ctrip. The amounts due to a related party were interest free and payable upon demand.

	As of December 31,	
	2012	2013
Ctrip	801	13,760

**(b) Related party transactions**

During the years ended December 31, 2011, 2012 and 2013, related party transactions consisted of the following:

	Year Ended December 31,		
	2011	2012	2013
Rental expense — Suzhou Property	2,275	—	—
Commission expenses — Ctrip	7,962	10,945	17,128
Service fee—UBOX	—	—	847
Interest income—UBOX	—	—	1,373
Service fee—Yibang	—	—	199

In May 2012, the Group acquired a 51% equity interest of Starway Hotels (Hong Kong) Limited from C-Travel International Limited, a wholly-owned subsidiary of Ctrip. The acquisition price was RMB17,292 in cash. In December 2013, the Group acquired the remaining 49% equity interest at the consideration of RMB16,460.

In December 2012, the Group purchased convertible promissory note of RMB8,074 from UBOX. In December 2013, the Group converted the principal of promissory note to 8,530,731 ordinary shares of UBOX. In August 2013, the Group purchased another convertible promissory note of RMB4,314 from UBOX.

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**18. COMMITMENTS AND CONTINGENCIES**

**(a) Operating lease commitments**

The Group has entered into lease agreements for certain hotels which it operates. Such leases are classified as operating leases.

Future minimum lease payments under non-cancellable operating lease agreements at December 31, 2013 were as follows:

<b>Year ending December 31,</b>	
2014	1,518,977
2015	1,668,913
2016	1,669,649
2017	1,656,520
2018	1,604,292
Thereafter	10,695,245
<b>Total</b>	<b><u>18,813,596</u></b>

**(b) Purchase Commitments**

As of December 31, 2013, the Group's commitments related to leasehold improvements and installation of equipment for hotel operations was RMB77,578, which is expected to be incurred within one year.

**(c) Contingencies**

The Group is subject to periodic legal or administrative proceedings in the ordinary course of our business. The Group does not believe that any currently pending legal or administrative proceeding to which the Group is a party will have a material adverse effect on the financial statements.

**ADDITIONAL FINANCIAL INFORMATION — FINANCIAL STATEMENTS SCHEDULE I**  
**CHINA LODGING GROUP, LIMITED**  
**FINANCIAL INFORMATION FOR PARENT COMPANY**

**BALANCE SHEETS**

(Renminbi in thousands, except share data and per share data, unless otherwise stated)

	As of December 31,		
	2012	2013	2013 US\$'000 (Note 2)
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	22,953	61,182	10,107
Other current assets	3,374	3,639	601
Total current assets	26,327	64,821	10,708
Other assets	471	314	52
Investment in subsidiaries	2,442,597	2,760,330	455,974
Total assets	2,469,395	2,825,465	466,734
<b>Liabilities and equity</b>			
Current liabilities:			
Deferred revenue	1,496	1,451	240
Accrued expenses and other current liabilities	840	7,898	1,305
Total current liabilities	2,336	9,349	1,545
Deferred revenue	1,870	363	60
Total liabilities	4,206	9,712	1,605
Equity:			
Ordinary shares(US\$0.0001 par value per share; 8,000,000,000 shares authorized; 244,494,095 and 247,551,999 shares issued and outstanding as of December 31, 2012 and 2013, respectively)	180	182	30
Additional paid-in capital	2,243,403	2,315,083	382,424
Retained earnings	260,014	539,872	89,181
Accumulated other comprehensive loss	(38,408)	(39,384)	(6,506)
Total equity	2,465,189	2,815,753	465,129
Total liabilities and equity	2,469,395	2,825,465	466,734

**ADDITIONAL FINANCIAL INFORMATION — FINANCIAL STATEMENTS SCHEDULE I**  
**CHINA LODGING GROUP, LIMITED**  
**FINANCIAL INFORMATION FOR PARENT COMPANY**

**STATEMENTS OF COMPREHENSIVE INCOME**  
**(Renminbi in thousands, except share data and per share data, unless otherwise stated)**

	Year Ended December 31,			
	2011	2012	2013	2013 US\$'000 (Note 2)
Operating costs and expenses:				
Selling and marketing expenses	157	157	157	26
General and administrative expenses	16,447	24,902	33,308	5,502
Total operating costs and expenses	<u>16,604</u>	<u>25,059</u>	<u>33,465</u>	<u>5,528</u>
Loss from operations	(16,604)	(25,059)	(33,465)	(5,528)
Interest income	452	131	6	1
Foreign exchange gain (loss)	1,086	(141)	—	—
Other income	2,649	2,208	2,438	402
Income in investment in subsidiaries	127,249	197,748	310,879	51,354
Net income attributable to China Lodging Group, Limited	<u>114,832</u>	<u>174,887</u>	<u>279,858</u>	<u>46,229</u>
Other comprehensive income				
Foreign currency translation adjustments, net of tax of nil for 2011, 2012 and 2013	(16,463)	758	(976)	(161)
Comprehensive income	<u>98,369</u>	<u>175,645</u>	<u>278,882</u>	<u>46,068</u>

**ADDITIONAL FINANCIAL INFORMATION — FINANCIAL STATEMENTS SCHEDULE I**  
**CHINA LODGING GROUP, LIMITED**  
**FINANCIAL INFORMATION FOR PARENT COMPANY**

**STATEMENTS OF CASH FLOWS**  
**(Renminbi in thousands, except share data and per share data, unless otherwise stated)**

	Year Ended December 31,			
	2011	2012	2013	2013 US\$'000 (Note 2)
<b>Operating activities:</b>				
Net income	114,832	174,887	279,858	46,229
Adjustments to reconcile net income to net cash used in operating activities:				
Share-based compensation	15,483	20,837	30,468	5,033
Income in investment in subsidiaries	(127,249)	(197,748)	(310,879)	(51,354)
Changes in operating assets and liabilities:				
Deferred revenue	(1,825)	(1,508)	(1,552)	(256)
Other current assets	12,269	(2,412)	915	151
Accrued expenses and other current liabilities	(818)	840	7,058	1,166
Net cash provided by (used in) operating activities	<u>12,692</u>	<u>(5,104)</u>	<u>5,868</u>	<u>969</u>
<b>Investing activities:</b>				
Investment in subsidiaries	—	(35,227)	—	—
Receipt of investment in subsidiaries	—	—	12,320	2,036
Net cash provided by (used in) investing activities	<u>—</u>	<u>(35,227)</u>	<u>12,320</u>	<u>2,036</u>
<b>Financing activities:</b>				
Net proceeds from issuance of ordinary shares upon exercise of option	7,285	18,520	28,122	4,645
Net cash provided by financing activities	<u>7,285</u>	<u>18,520</u>	<u>28,122</u>	<u>4,645</u>
Effect of exchange rate changes on cash and cash equivalents	(14,806)	(305)	(8,081)	(1,335)
Net increase in cash and cash equivalents	5,171	(22,116)	38,229	6,315
Cash and cash equivalents at the beginning of the year	39,898	45,069	22,953	3,792
Cash and cash equivalents at the end of the year	<u>45,069</u>	<u>22,953</u>	<u>61,182</u>	<u>10,107</u>
Supplemental schedule of non-cash investing and financing activities:				
Proceeds from issuance of ordinary shares upon exercise of option included in receivable	499	290	1,318	218

The accompanying notes are an integral part of these consolidated financial statements

**ADDITIONAL FINANCIAL INFORMATION — FINANCIAL STATEMENTS SCHEDULE I**  
**CHINA LODGING GROUP, LIMITED**  
**FINANCIAL INFORMATION FOR PARENT COMPANY**

**Note to Schedule I**

Schedule I has been provided pursuant to the requirements of Rule 12-04(a) and 5-04-(c) of Regulation S-X, which require condensed financial information as to the financial position, change in financial position and results of operations of a parent company as of the same dates and for the same periods for which audited consolidated financial statements have been presented when the restricted net assets of consolidated subsidiaries exceed 25 percent of consolidated net assets as of the end of the most recently completed fiscal year.

The condensed financial information has been prepared using the same accounting policies as set out in the accompanying consolidated financial statements except that the equity method has been used to account for investments in its subsidiaries. Such investments in subsidiaries are presented on the balance sheets as investment in subsidiaries and the profit of the subsidiaries is presented as income in investment in subsidiaries.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. The footnote disclosures contain supplemental information relating to the operations of the Company and, as such, these statements should be read in conjunction with the notes to the accompanying consolidated financial statements.

As of December 31, 2013, there are no material contingencies, mandatory dividend, significant provision of long-term obligation or guarantee of the Company, except for those which have separately disclosed in the consolidated financial statements.

**ADDITION INFORMATION — FINANCIAL STATEMENTS SCHEDULE II**

**CHINA LODGING GROUP, LIMITED**

This financial information has been prepared in conformity with accounting principles generally accepted in the United States.

**VALUATION AND QUALIFYING ACCOUNTS**

	<b>Balance at Beginning of Year</b>	<b>Charge to Costs and Expenses</b>	<b>Addition due to acquisition</b>	<b>Charge Taken Against Allowance</b>	<b>Write off</b>	<b>Balance at end of Year</b>
	(Renminbi in thousands)					
Allowance for doubtful accounts of accounts receivables and other receivables:						
December 31, 2011	2,278	667	—	—	—	2,945
December 31, 2012	2,945	1,238	—	—	(1,000)	3,183
December 31, 2013	3,183	4,573	—	—	—	7,756
Valuation allowance for deferred tax assets						
December 31, 2011	8,247	17,350	—	(4,045)	—	21,552
December 31, 2012	21,552	18,792	1,597	(5,658)	—	36,283
December 31, 2013	36,283	22,158	3,139	(9,984)	—	51,596

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**Entrusted Loan Contract**

Contract No.: 506195013005  
Loan Type: Entrusted loan

**Borrower (Party A): Hanting Xingkong (Shanghai) Hotel Management Co., Ltd.**

Telephone: 61952011

Domicile: No. 2226 Hongqiao Road, Shanghai

Legal Representative (Principal Officer): Hui He

Fax:  
61959524  
Zip Code:  
200336

**Entrusting Lender (Party B): Ctrip Computer Technology (Shanghai) Co., Ltd.**

Telephone: 36044880

Domicile: No. 99 Fuquan Road, Shanghai

Legal Representative (Principal Officer): Min Fan

Fax:  
Zip  
Code:  
200336

**Agent (Party C): China Construction Bank Corporation, Shanghai Minhang Subbranch**

Telephone: 64126412

Domicile: No. 6555 Humin Road, Shanghai  
Principal: Yunkang Ding

Fax:  
Zip  
Code:  
201199

In accordance with the application of Party A, Party B entrusts Party C with the disbursement of an entrusted loan to Party A. After having reached agreement through negotiation, the parties hereto enter into this contract for joint observance and performance.

**ARTICLE 1 LOAN AMOUNT**

Party B entrusts Party C with the disbursement of a loan in an amount of RMB (currency) Three Hundred Million only (in words) (the "Entrusted Loan").

**ARTICLE 2 PURPOSE OF THE LOAN**

Party A shall use the loan to satisfy its working capital requirements (the "Purpose"). Party A warrants that the Purpose complies with relevant laws, regulations, rules and policies of the People's Republic of China (the "PRC" or "China"). Party A may not use any amount of the Entrusted Loan proceeds for any purpose other than the Purpose without Party B's consent and a written notice to Party C.

**ARTICLE 3 TERM OF THE LOAN**

The term of the Entrusted Loan under this contract shall be one year commencing on January 6<sup>th</sup>, 2014 and expiring on January 5<sup>th</sup>, 2015 (the "Loan Term").

In the event that the date of commencement of the Loan Term hereunder is not consistent with the loan-to-deposit certificate (or borrowing certificate, meaning the same hereinafter), it shall be subject to the actual date of disbursement set forth in the loan-to-deposit certificate in relation to the initial disbursement. And the loan maturity date set forth in the first paragraph of this article shall be adjusted accordingly. The loan-to-deposit certificate shall constitute an integral part of this contract and have the equal legal force and effect as this contract.

**ARTICLE 4 INTEREST RATE, INTEREST CALCULATION AND SETTLEMENT**

The rate of interest on the Entrusted Loan hereunder shall be 5.4% per annum.

The interest calculation and settlement hereunder shall be done in the following way: The interest hereunder shall be settled on the 21<sup>st</sup> day of March, June, September, and December each year (each an "Interest Settlement Date").

**ARTICLE 5 DELIVERY OF THE ENTRUSTED FUNDS AND DISBURSEMENT OF THE ENTRUSTED LOAN**

5.1 Prior to each date of disbursement set forth in the Notice of Disbursement of the Entrusted Loan, Party B shall deliver the entrusted funds to Party C in full in a lump sum.

The entrusted loan fund account hereunder shall not be deemed as Party B's deposit account with Party C and any balance therein shall not be deemed as Party B's deposit balance kept at Party C. That account shall be set up for Party C's internal accounting treatment only. No interest shall accrue on any balance in that account.

5.2 Preconditions to Disbursement of the Entrusted Loan

- (1) Party C shall have received the entrusted funds free from seizing, freezing or debiting;
- (2) Party C shall have received a "Notice of Disbursement of the Entrusted Loan";
- (3) If any amount of the Entrusted Loan to be disbursed hereunder is denominated in foreign currency, Party A shall have opened a foreign exchange deposit account;
- (4) Neither Party A nor Party B has breached any provision herein; and
- (5) Other conditions: (intentionally left blank).

5.3 Party C shall be entitled to refuse to make the disbursement where the actual amount of the entrusted funds delivered by Party B is less than the agreed amount to be disbursed.

5.4 The Entrusted Loan should be delivered in accordance with the schedule set forth in Item 1 below:

(1) the Entrusted Loan shall be disbursed as follows:

RMB150,000,000 on 6<sup>th</sup> January, 2014; and  
RMB150,000,000 on 13<sup>th</sup> January, 2014;  
RMB on , ;  
RMB on , ;  
RMB on , ;  
RMB on , ;  
RMB on , ; and  
RMB on , ;

(2) (intentionally left blank).

5.5 In the event that Party C is rendered unable to disburse the Entrusted Loan as agreed hereunder for any reason attributable to Party B, Party B shall be solely liable to Party A, and Party C shall not be liable for that in any way.

**ARTICLE 6 SECURITY FOR THE LOAN**

6.1 It is intended that the Entrusted Loan hereunder shall be secured in the manners set forth in Item (1) below:

- (1) Party B shall execute a security contract in its own name.
- (2) Party C shall execute a security contract in its name under the entrustment of Party C.
- (3) (intentionally left blank).

6.2 Where the security hereunder is required to be registered, Party B shall complete it by itself. Party C may complete the registration on behalf of Party B where Party C agrees to do that.

6.3 Even if the security contract is executed in the name of Party C and Party C is registered as beneficiary of the security interest, Party C shall be an agent only. All the security interest and related liabilities and risks in respect of the security for the Entrusted Loan shall be vested in Party B.

6.4 Both the guarantor and the collateral shall be supervised by Party B alone unless Party B and Party C otherwise agree in writing.

6.5 In the event that Party B is rendered to lose the security interest and suffer losses due to any fault of Party C, Party C indemnify Party B against the direct losses of Party B to the extent of Party C's fault; provided, however, that the indemnity liability of Party C shall not exceed the value that would have been realized with certainty from the security interest had the security interest not been lost.

**ARTICLE 7 REPAYMENT**

7.1 Principles of Repayment

Unless otherwise agreed in writing between Party A and Party B and Party C is notified in writing of such agreement, Party A shall make repayment in accordance with the principle of first interest then principal, and final settlement of interest simultaneously with the final repayment of the principal.

7.2 Interest Payment

Party A should pay the interest due to Party B through Party C on an Interest Settlement Date. The date of first payment of interest shall be the first Interest Settlement Date after the disbursement of the Entrusted Loan. Any and all the interest accrued on the Entrusted Loan shall be paid off simultaneously with the final repayment of the principal.

7.3 Repayment of Principal

Party A should repay the loan principal in accordance with the following schedule:

RMB300,000,000 on 5<sup>th</sup> January, 2015;  
RMB on , ;  
RMB on , ;  
RMB on , ;  
RMB on , ;  
RMB on , ;  
RMB on , ; and  
RMB on , ;

If any adjustment is made to the above principal repayment schedule, Party A and Party B should enter into an additional written agreement and notify Party C in writing.

7.4 Manners of Loan Repayment

Prior to each payment date and Interest Settlement Date, Party A should set aside in its account maintained with Party C as discussed above an amount sufficient for payment of the payables for the then current term and transfer, and Party C shall also have the right to debit, the necessary amount from such account to pay such payables, or Party A may also transfer the necessary amount from any of its other accounts to pay the payables.

7.5 Prepayment

Subject to consent of both Party A and Party B and notice to Party C, Party A may prepay all or any part of the principal and interest of the Entrusted Loan.

Where Party A prepays any amount of the principal, the interest accrued thereon should be calculated in accordance with actual number of days during which such amount remains outstanding and the interest rate agreed herein.

Where Party A repays the Entrusted Loan by installments and prepays the principal of the Entrusted Loan in part, the prepaid amount shall be applied against the outstanding principal that falls due last on the repayment schedule, which means that prepayment shall be applied in an inverse chronological order. After such prepayment, interest shall continue to accrue on any amount of the Entrusted Loan that remains outstanding at the interest rate agreed herein.

With respect to any amount of the Entrusted Loan that has been prepaid, Party C shall not refund the Entrusted Loan handling charges that has been received.

7.6 Payment through Party C

- (1) Party A shall repay any amount of the Entrusted Loan to Party B through Party C instead of directly to Party B. Party C shall notify Party B promptly after its receipt of repayment from Party A.

In the event that Party B receives any repayment from Party A directly, Party B shall notify Party C immediately and deliver such repayment to Party C for it to credit such repayment to the accounts in accordance with normal repayment procedures.

- (2) Any business tax or other taxes that Party B is required to pay in accordance with applicable laws for the entrustment of the loan disbursement contemplated hereunder shall be paid solely by Party B, and Party C shall not have any withholding obligation therefor. Where Party C is rendered unable to conduct accounting treatment in time and accurately or suffers losses due to any action of Party A or Party B, Party A and Party B shall assume joint and several legal liabilities towards Party C.

7.7 Principles of Repayment in the case of Multiple Loans Becoming Due Simultaneously

Where any amount of the Entrusted Loan becomes due and payable at the same time as any other loan extended to Party A by Party C for its own account (such loan a "Self-Operated Loan") and Party A fails to indicate which loan any repayment made by Party A shall be applied to, such repayment shall be applied to such Self-operated on a priority basis. Party C shall also have the right to debit an appropriate amount from any of Party A's accounts with Party C to repay such Self-operated Loan on a priority basis.

Where more than one entrusted loan disbursed to Party A by Party C under entrustment of Party B becomes due and Party A fails to indicate which loan any repayment made by Party A shall be applied to, it shall be Party C who shall decide which entrusted loan such repayment shall be applied to.

**ARTICLE 8 HANDLING CHARGES AND OTHER FEES**

8.1 The handling charges hereunder shall be paid in accordance with the provisions set forth in Item (1) below :

- (1) by Party A.
- (2) by Party B.
- (3) % by Party A and % by Party B.

- 8.2 The party obligated to pay the handling charges (the “handling charges payer”) shall pay the Entrusted Loan handling charges to Party C in full and on time in accordance with this article regardless of whether Party A has repaid the principal and interest of the Entrusted Loan on time or committed any other default. In the event that the lender-borrower relationship between Party A and Party B or the entrustor-agent relationship between Party B and Party C becomes invalid, any handling charges received by Party C shall not be refunded and the handling charges payer shall have the obligation to pay any handling charges that are payable but remain unpaid.
- 8.3 Rate, schedule and manners of payment of handling charges:  
0.1% of the Entrusted Loan to be disbursed and payable in a lump sum on the date of disbursement of the Entrusted Loan.
- 8.4 If the handling charges payer fails to pay any handling charges as agreed above, for each day such handling charges remains overdue, Party C shall be entitled to charge liquidated damages equal to 1/10000 of such handling charges and may debit such handling charges and liquidated damages from the recovered principal and interest of the Entrusted Loan or any account of Party A or Party B in any currency maintained with Party C.
- 8.5 Any and all the attorney fees, insurance fees, appraisal fees, registration fees, custody fees, authentication fees and notarization fees and the like related to this contract and the security hereunder shall be borne by Party A (insert “Party A” or “Party B” as applicable).
- Party C shall not bear any expense under this contract. In the event that Party C advances any fees or expenses (including but not limited to legal costs, attorney fees, registration fee, notarization fees and announcement fee and expenses, Party A (insert “Party A” or “Party B” as applicable) shall reimburse Party C therefor within ten working days as of Party C’s written notice, otherwise, Party C may debit the same from any account of Party A or Party B maintained with Party C.
- 8.6 Party A and Party B shall bear joint and severable liability for the obligations towards Party C set forth in this article.

**ARTICLE 9 PARTY A'S RIGHTS AND OBLIGATIONS**

9.1 Party A's rights

- (1) Party A shall be entitled to require Party B to instruct Party C to disburse the Entrusted Loan as agreed in this contract.
- (2) Party A shall be entitled to utilize the Entrusted Loan proceeds for the Purpose.
- (3) Subject to requirements of Party B, Party A shall be entitled to apply to Party B for an extension of the Loan Term and execute an extension agreement with Party B and Party C after its application is accepted by both Party B and Party C.
- (4) Party A shall be entitled to require both Party B and Party C to keep confidential the relevant information furnished by Party A unless otherwise provided by law, regulations, rules or this contract.
- (5) Party A shall be entitled to reject Party B or Party C or any of their employees asking for bribe, and lodge complaint with the competent authority about such misconduct and any other act of Party B or Party C that may violate any PRC laws and regulations.

9.2 Party A's Obligations

- (1) Party A shall utilize the Entrusted Loan proceeds in accordance with the Purpose and may not misappropriate the same. Party A shall support and cooperate with Party B in Party B's inspection of Party A's utilization of the Entrusted Loan proceeds hereunder. Party A shall furnish Party B with its financial and accounting information as well as production and operation information as requested by Party B, and shall ensure the accuracy, completeness and validity of any information it provides.
- (2) Party A shall promptly notify Party B in writing upon the occurrence of any of the following events to Party A:
  - (i) contracting, trustee(receiver) appointed, lease, shareholding restructuring, investment, joint operation, mergers and acquisitions, acquisition and restructuring, division, joint venture, filing for temporary cessation of operation or dissolution, revocation, filing for (or subject to a filing for) bankruptcy, change of controlling shareholders/actual controllers, transfer of substantial assets, suspension of business activity, significant penalty imposed by regulatory authorities, cancellation of registration, revocation of business license, involvement in material legal proceedings, severe deterioration in operation and financial condition, legal representative/principal officer being unable to perform their duties; or



- (ii) any change to Party A's name, legal representative (or principal officer), registered address, business scope, registered capital, or articles of association or any other items registered with the industrial and commercial authority;

(3) Party A shall perform any other obligation provided herein.

**ARTICLE 10 PARTY B'S RIGHTS AND OBLIGATIONS**

- 10.1 As the lender hereunder, Party B shall enjoy all the rights and interests as a lender and assume all the obligations, responsibilities and risks as a lender.
- 10.2 Party B shall conduct an independent review of the feasibility and legality of the project for which the Entrusted Loan is granted hereunder, and of the creditworthiness, repayment ability, and performance ability of Party A and/or the security provider, and shall make an independent judgment and assume any risks that may arise from the failure to recover the Entrusted Loan on time and in full.
- 10.3 After a disbursement of the Entrusted Loan, Party B shall continuously supervise Party A's utilization of the Entrusted Loan proceeds and pay close attention to Party A's operating and financial condition and solvency, and shall promptly take appropriate measures upon occurrence of any event to Party A that may adversely affect the realization of Party B's creditor's rights. Party B understands and agrees that Party C has no obligation in this respect.
- 10.4 Party B's obligations to Party C hereunder shall not be affected by any failure of Party A to repay any principal or interest, nor by any breach of this contract or any violation of law, nor by the invalidity of the lender-borrower relationship hereunder.
- 10.5 Party B has the right to inspect and supervise Party A's utilization of the Entrusted Loan proceeds and to request Party A to provide Party A's financial and accounting information as well as production and operation information and shall keep the above information confidential, unless otherwise provided by applicable laws, regulations or rules or otherwise required by competent authorities.
- 10.6 Upon maturity of the Entrusted Loan, Party B shall promptly conduct collection, bring lawsuits against Party A and/or the security provider, apply for enforcement, declare creditor's rights in bankruptcy proceedings, and take any other remedies permitted by law, as the case may be. Party C shall not be held liable in any way even though it is obligated to assist Party B in the recovery of the Entrusted Loan.

- 10.7 Any instruction issued by Party B to Party C shall be timely, clear, complete, consistent and compliant with laws and this contract, otherwise, Party C may refuse to follow such instruction. In the case of such refusal, Party B shall be liable for any and all consequences arising therefrom. Party B shall be liable for any and all legal consequences arising from any act by Party C pursuant to instructions of Party B.
- 10.8 Party B shall not request Party C to issue any deposit certificate with respect to any entrusted funds. Even if Party C issues a deposit certificate in any form with respect to any entrusted funds, Party B shall not transfer, pledge or otherwise dispose of such deposit certificate, instead it shall return it to Party C prior to Party C's disbursement to Party A of the Entrusted Loan. Party B shall not request Party C to make any payment or hold Party C liable by invoking such deposit certificate.
- 10.9 Party B shall have other rights and obligations agreed herein.

**ARTICLE 11 PARTY C'S RIGHTS AND OBLIGATIONS**

- 11.1 Party C shall assist Party B in the supervision of the use by Party A of the Entrusted Loan for the Purpose.
- "Party C shall assist Party B in the supervision" shall mean that, in respect of each amount of the Entrusted Loan disbursed hereunder, Party C shall provide to Party B with the statements of Party A's deposit account with Party C to which such amount has been credited for the period commencing from the date of such amount being credited to the date that falls one month thereafter.
- 11.2 Party C shall have the right to provide Party B with any information about Party A relating to the Entrusted Loan or to Party A's deposits, loans and settlement activities with Party C.
- 11.3 Party C shall not be liable for any dispute between Party B and Party A or for any act of Party A or Party B that violates laws or regulations.
- 11.4 Where Party A fails to punctually repay any amount of the Entrusted Loan in full and Party C indemnifies Party B thereagainst in accordance with a court judgment or arbitral award, any and all the rights of Party B against Party A and the security provider shall be promptly assigned to Party C. In such case, Party A shall not raise any objection to such assignment and shall undertake that it shall perform the obligations and liabilities to Party C immediately after receipt of a written notice from Party C.
- 11.5 Party C shall assist Party B in the recovery of the Entrusted Loan in accordance with the following provisions:

- (1) prior to maturity of the principal of the Entrusted Loan (including the principal payable by installments, meaning the same hereinafter)

Party C shall calculate and settle the interest on the Entrusted Loan in accordance with the relevant provisions herein. After each installment repayment by Party A, Party C shall complete appropriate accounting treatment and report to Party B about the amount and time of such repayment and the amount of the outstanding principal and interest. Following its receipt of the above financial information reported by Party C, Party B shall promptly check such information and raise any question about or disagreement to such information to Party C within 5 working days. Party C shall not be liable for any loss suffered by Party A or Party B arising from failure of Party B to raise such disagreement as required above. If on any interest settlement date Party A fails to pay the relevant interest on the Entrusted Loan, Party C shall notify Party B thereof in writing.

- (2) after maturity of the principal of the Entrusted Loan

- (i) If Party A makes repayment punctually and in full upon the maturity of the principal of the Entrusted Loan, Party C shall credit the appropriate account following normal procedures and notify Party B thereof in a timely manner. If Party A fails to make any repayment punctually and in full, Party C shall notify Party B in writing of such failure and shall demand Party A, once and only once, for repayment within one month. Party C shall be deemed to have fulfilled its obligation of assistance in overdue loan recovery as long as Party C has issued a written demand in accordance with the name, address and telephone (fax) number provided by Party A or Party B, or there is proof that Party C has demanded Party A for repayment by any other means.
- (ii) If Party B desires to entrust Party C to continue the assistance in the Entrusted Loan recovery after all the principal matures, it shall execute a separate written entrustment agreement with Party C in respect thereof. Where Party B and Party C fail to reach such agreement within one month after such maturity date, all the obligations of Party C hereunder shall automatically terminate forthwith and Party C shall have the right to write off the accounts relating to the Entrusted Loan.

- (3) Party C's obligations to assist Party B in the recovery of the Entrusted Loan shall be limited to those specified in this section.

11.6 Party C shall have no obligation to participate in any litigation, arbitration, bankruptcy proceedings relating to the Entrusted Loan and the security related thereto, nor shall it have any obligation towards Party B to dispose of any debt-offsetting assets.

## **ARTICLE 12 EVENT OF DEFAULT AND LIABILITIES**

### 12.1 Party A's Events of Default and Liabilities

- (1) Any of the following events shall constitute an event of default of Party A:
  - (i) any breach by Party A of any provision of this contract; and
  - (ii) any event that in the opinion of Party B may adversely affect the realization of its creditor's rights hereunder.
- (2) Party A's liabilities for default:

Upon occurrence of any of the above events, Party B may take any one or more of the following remedial measures:

- (i) request Party A to remedy its default within a specified time limit;
- (ii) notify Party C to suspend the part of the Entrusted Loan yet to be disbursed;
- (iii) charge default interest (if any) as provided herein;
- (iv) declare all the principal and interest to be due and payable by Party A immediately; and
- (v) any other remedial measures permitted by law.

### 12.2 Party B's Events of Default and Liabilities

- (1) Any of the following events shall constitute an event of default of Party B:
  - (i) failure of Party B to deliver the entrusted funds to Party C in full and in time, or failure to disburse the Entrusted Loan as provided herein for any other reason attributable to Party B;
  - (ii) the source of entrusted funds being incompliant with laws or regulations, or any representation or warranty of Party B being false, inaccurate or incomplete;

- (iii) failure of Party B to pay Party C punctually and fully any Entrusted Loan handling charges; and
  - (iv) any breach by Party B of any other provision hereof.
- (2) Party B's liabilities for default:
- (i) Upon occurrence of an event of default of Party B, Party A shall have the right to request Party B to remedy such default within a specified time limit and to compensate losses and/or take any other remedial measures.
  - (ii) Party C shall have the right to take any one or more of the following remedial measures upon occurrence of any event of default of Party B:
    - (A) request Party B to remedy its default within a specified time limit;
    - (B) refuse to provide entrustment loan service to Party B;
    - (C) directly debit any account of Party B for handling charges;
    - (D) request Party B to compensate losses;
    - (E) terminate the entrustment relationship between Party B and Party C; and
    - (F) any other remedial measures permitted by law.

12.3 Party C's Events of Default and Liabilities

- (1) If Party C delays without any justifiable reason in disbursing any amount of the Entrusted Loan to Party A after Party B delivers the necessary entrusted funds to Party C in accordance with this contract, Party B shall have the right to request Party C to disburse such amount immediately.
- (2) If Party C fails to perform its obligations to assist Party B in the recovery of the Entrusted Loan in accordance with this contract, which results in Party B being unable to punctually recover the principal of and the interest on the Entrusted Loan, Party C shall be liable for any direct loss suffered by Party B in proportion to Party C's fault only if Party B is not at fault.

**ARTICLE 13 REPRESENTATIONS AND WARRANTIES**

13.1 Party A hereby represents and warrants as follows:

- 1) it has read all the provisions in this contract and fully knows and understands the meaning and legal consequences thereof;
- (2) the execution and performance of this contract by Party A is in compliance with laws, administrative regulations, rules and Party A's articles of association (or its other internal constitutional documents) and has been approved by Party A's internal competent organization and/or the competent government authorities; and
- (3) the Purpose of the Entrusted Loan hereunder is in compliance with laws and regulations, and the project for which the Entrusted Loan proceeds are to be used has been approved by the competent authorities if necessary.

13.2 Party B hereby represents and warrants as follows:

- (1) it has the legal qualification to entrust any other person to disburse the Entrusted Loan;
- (2) the entrusted funds are from legal sources and not from bank financing, nor from company or public funds deposited in the name of an individual, nor from any funds that are prohibited from being used for entrusted loan purpose under applicable laws, regulations or rules;
- (3) it has the lawful right and has been approved by competent authorities to dispose of the entrusted funds; and
- (4) the handling of the Entrusted Loan is not for the purpose of violating or circumventing any PRC laws, regulations, rules or regulatory measures, and does not cause any damage to any lawful interests of the State, any collective organization or any third party.

**ARTICLE 14 MISCELLANEOUS**

14.1 Direct Debiting Right

Party C shall be entitled to debit, without prior notice to either Party A or Party B, any account of Party A or Party B at China Construction Bank in RMB or any other currency to pay all amounts payable to Party C by Party A or Party B under this contract. Party A or Party B shall assist Party C to complete any procedures for foreign exchange settlement or sale, and Party A or Party B shall bear the risk of exchange rate fluctuation.

#### 14.2 Party C's Records as Evidence

Unless there is any reliable and definitive evidence to the contrary, Party C's internal records of principal, interest, expenses and repayment, receipts, vouchers made or retained by Party C during the course of drawdown, repayment, interest payment, and records and vouchers relating to collections by Party C shall constitute valid evidence of the creditor-debtor relationship between Party A and Party B and the performance of obligations by Party C. Party A and Party B hereby agree that they shall not raise any objection thereto.

#### 14.3 Assignment and Assumption

- (1) Any assignment by Party A of any of its rights or obligations hereunder shall be subject to written consent of both Party B and Party C.
- (2) Any assignment by Party B of any of its rights or obligations hereunder shall be subject to written consent of Party C.
- (3) Any assignment by Party C of any of its rights or obligations hereunder shall be subject to written consent of Party B; provided, however, that, in case of any merger, division, setting up subsidiaries or organizational or business function restructuring of China Construction Bank Corporation, Party C's rights and obligations hereunder may be assigned to or assumed by a third party with legal qualification to operate entrustment loan business as long as Party C issues a notice to Party A and Party B through correspondence, telephone or press release.

#### 14.4 Consequences of Invalidation or Rescission

In case the entrustment relationship and/or lender-borrower relationship hereunder are/or is invalid or rescinded pursuant to any law,

- (1) If the entrustment relationship between Party B and Party C is valid while the lender-borrower relationship between Party A and Party B is invalid or rescinded, Party C shall not be held liable, and
  - (i) where Party C has not delivered the entrusted funds to Party A by then, it shall return the entrusted funds to Party B without any interest;

- (ii) where Party C has delivered the entrusted funds to Party A by then, Party B shall directly request Party A to return the entrusted funds and Party C shall not be liable for any losses suffered by Party B arising therefrom; and
    - (iii) where any third party has suffered losses as a result of such invalidity or rescission, Party A and Party B shall be liable in proportion to their respective fault and Party C shall not be liable.
  - (2) If the entrustment relationship is held invalid or rescinded while the lender-borrower relationship is valid,
    - (i) where Party C has not delivered the entrusted funds to Party A by then, it shall return the entrusted funds to Party B without any interest; and
    - (ii) where Party C has delivered the entrusted funds to Party A by then, Party A and Party B shall resolve the issues relating to the entrusted funds through consultations in accordance with applicable laws and Party C shall not be liable in any way.
  - (3) If both the entrustment relationship and the lender-borrower relationship are invalid or rescinded,
    - (i) where Party C has not delivered the entrusted funds to Party A by then, it shall return the entrusted funds to Party B without any interest;
    - (ii) where Party C has delivered the entrusted funds to Party A by then, Party B shall directly request Party A to return the entrusted funds and Party C shall not be liable for any losses suffered by Party B; and
    - (iii) where any third party has suffered losses as a result of such invalidity or rescission, Party A and Party B shall be liable in proportion to their respective fault and Party C shall not be liable.
- 14.5 Party B shall supervise and inspect Party A, and obtain information about Party A through other channels and shall not rely on Party C in this respect. Party C may at its sole discretion, report to Party B the information it possesses; provided, however, that, Party C shall not be liable for the promptness, truthfulness, completeness, accuracy and validity of any such information.



- 14.6 In the event of any change to the address or other contact information of any party set forth herein, such party shall promptly notify the other parties of such change in writing. Such party shall be liable for any loss caused by its failure of giving prompt notice of such change.
- 14.7 Any rights that Party C has under law or this contract shall not be interpreted as obligations of Party C. In case Party C fails to exercise or waives any of such rights, neither Party A nor Party B may hold Party C legally liable by virtue of that.
- 14.8 Notice to Disburse the Entrusted Loan, acknowledgements and other documents and certificates relating to this contract shall constitute integral parts of this contract.
- 14.9 This contract shall be executed in three counterparts.
- 14.10 Additional Provisions
- (1) In the event that by agreement between Party A and Party B, Party B waives its rights to the Entrusted Loan as a creditor under this contract, each of Party A and Party B shall issue to Party C an official letter and documents evidencing corporate decisions with legal force, including shareholder meeting resolutions and board resolutions. In such case, Party C's obligations hereunder shall be extinguished. Notwithstanding the foregoing, the obligations and liabilities of Party A or Party B accrued hereunder, including those for payment, shall not be affected thereby.
- (2) (intentionally left blank).
- 14.11 Dispute Resolution
- Any dispute arising from the performance of this contract may be settled by consultation. If any dispute cannot be resolved through consultation, such dispute shall be resolved in accordance with the procedures set forth in Item (i) below:
- (i) such dispute shall be submitted to a court domiciled within the jurisdiction where Party C is located; or
- (ii) such dispute shall be submitted to (intentionally left blank) Arbitration Commission for arbitration at (intentionally left blank) [place of arbitration] in accordance with the arbitration rules of the Commission then in effect. The arbitral award shall be final and binding upon the parties hereto.

Provisions of this contract that are irrelevant to the dispute shall continue to be performed when the dispute is under litigation or arbitration.

14.12 Effectiveness of This Contract

This contract shall become effective upon being signed by the legal representative/(principal officer) or authorized representative of, and affixed with the company seal of, each of Party A and Party B (in case Party A and/or Party B are/is natural person(s), only the signature is required); and being signed by the principal officer or authorized representative of, and affixed with the company seal of, Party C.

**Party A (company seal): HANTING XINGKONG (SHANGHAI) HOTEL MANAGEMENT CO., LTD.**

Legal Representative (principal officer) or Authorized Representative (signature): /s/Hui He

December 19, 2013

**Party B (company seal): CTRIP COMPUTER TECHNOLOGY (SHANGHAI) CO., LTD.**

Legal Representative (principal officer) or Authorized Representative (signature): /s/Min Fan

December 19, 2013

**Party C (company seal): CHINA CONSTRUCTION BANK CORPORATION, SHANGHAI MINHANG SUBBRANCH**

Legal Representative (principal officer) or Authorized Representative (signature): /s/Fenghua Wang

December 19, 2013

**Letter of Guarantee****Party A: CTRIP.COM INTERNATIONAL, LTD.****Party B: China Lodging Group, Limited**

Whereas, Party A caused Ctrip Computer Technology (Shanghai) Co., Ltd. to lend an amount in RMB (the "Borrowing") to Hanting Xingkong (Shanghai) Hotel Management Co., Ltd., a company controlled by Party B, in the form of bank's entrusted loan, and Ctrip Computer Technology (Shanghai) Co., Ltd. and Hanting Xingkong (Shanghai) Hotel Management Co., Ltd. entered into an Entrusted Loan Contract with China Construction Bank Corporation, Shanghai Minhang Subbranch on December 19, 2013.

In order to secure due repayment of the principal and payment of the accrued interest of the Borrowing, Party B hereby undertakes and warrants that where Hanting Xingkong (Shanghai) Hotel Management Co., Ltd. defaults on repayment or payment of any amount of the Borrowing or the accrued interest for whatever reason, Party B shall, within 15 days as from the date on which such default occurs, grant Party A a certain number of its tradable shares which shall be equivalent to and offset against the total amount of the Borrowing outstanding and any and all the accrued interest, including the interest accrued from the date on which such default occurs to the date on which such tradable shares are granted. The value of such tradable shares shall be calculated in accordance with the following formula: share price (i.e., the market price on the date of grant or the average price over the past 90 days, whichever lower)  $\times$  number of granted shares = total amount of the Borrowing outstanding + accrued interest, where, such tradable shares so granted shall be new shares issued by Party B.

Party B further warrants that (a) Party B will take the initiative in completing any and all the resolutions, reviews, disclosures, filings, submissions and other formalities that may be required to ensure the effectiveness of this Letter of Guarantee, and (b) where Ctrip Computer Technology (Shanghai) Co., Ltd. suffers any losses, such as traveling expenses, attorney fees and audit fees incurred in connection with the collection of the Borrowing, even if Party B grants certain tradable shares to Party A, Party A shall have the right to demand additional tradable shares from Party B till any and all the losses suffered by Party A are indemnified in full.

**Party A: CTRIP.COM INTERNATIONAL, LTD.**

Authorized Representative:

*For and on behalf of*

Signed by (seal): CTRIP.COM INTERNATIONAL, LTD.

/s/Jie Sun  
Authorized Signatures(s)

**Party B: China Lodging Group, Limited**

Authorized Representative:

*For and on behalf of*

Signed by (seal): China Lodging Group, Limited

/s/Qi Ji  
Authorized Signatures(s)

## List of Subsidiaries

**Directly-Owned Subsidiaries:**

Shanghai HanTing Hotel Management Group, Ltd. (PRC)  
 HanTing Xingkong (Shanghai) Hotel Management Co., Ltd. (PRC)  
 Yiju (Shanghai) Hotel Management Co., Ltd. (PRC)  
 HanTing (Tianjin) Investment Consulting Co., Ltd. (PRC)  
 China Lodging Holdings (HK) Limited (Hong Kong)  
 China Lodging Holdings Singapore Pte. Ltd. (Singapore)

**Indirectly-Owned Subsidiaries:**

- 1. 100% Owned Subsidiaries**
- 1.1 Shanghai HanTing Decoration and Engineering Co., Ltd.
  - 1.2 Shanghai Yiju Hotel Management Co., Ltd.
  - 1.3 Shanghai Aiting Hotel Management Co., Ltd.
  - 1.4 Shanghai Senting Hotel Management Co., Ltd.
  - 1.5 Shanghai Yuanting Hotel Management Co., Ltd.
  - 1.6 Shanghai Ningting Hotel Management Co., Ltd.
  - 1.7 Shanghai Guiting Hotel Management Co., Ltd.
  - 1.8 Shanghai Yiting Hotel Management Co., Ltd.
  - 1.9 Shanghai Songting Hotel Management Co., Ltd.
  - 1.10 Shanghai Xiting Hotel Management Co., Ltd.
  - 1.11 Shanghai Jiating Hotel Management Co., Ltd.
  - 1.12 Shanghai Hanhao Hotel Management Co., Ltd.
  - 1.13 Shanghai Yuanting Hotel Management Co., Ltd.
  - 1.14 Shanghai Yangting Hotel Management Co., Ltd.
  - 1.15 Shanghai Baoting Hotel Management Co., Ltd.
  - 1.16 Shanghai Yaogu Shangwu Hotel Management Co., Ltd.
  - 1.17 Shanghai Yanting Hotel Management Co., Ltd.
  - 1.18 Shanghai Changting Hotel Management Co., Ltd.
  - 1.19 Shanghai Changting Hotel Management Co., Ltd.
  - 1.20 Shanghai Qinting Hotel Management Co., Ltd.
  - 1.21 Suzhou Lishan Senbao Hotel Management Co., Ltd.
  - 1.22 Suzhou HanTing Hotel Management Co., Ltd.
  - 1.23 Suzhou Lishan Yatai Hotel Management Co., Ltd.
  - 1.24 Suzhou Yiting Hotel Management Co., Ltd.
  - 1.25 Beijing Beixie Hongyun Hotel Management Co., Ltd.
  - 1.26 Beijing Jiating Hotel Management Co., Ltd.
  - 1.27 Beijing Dongting Hotel Management Co., Ltd.
  - 1.28 Beijing Anting Hotel Management Co., Ltd.
  - 1.29 Beijing Yueting Hotel Management Co., Ltd.
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- 1.30 Hangzhou Senting Hotel Management Co., Ltd.
  - 1.31 Hangzhou Yishitan Investment and Management Co., Ltd.
  - 1.32 Hangzhou Qiuting Hotel Management Co., Ltd.
  - 1.33 Guangzhou Mengting Hotel Management Co., Ltd.
  - 1.34 Guangzhou Meiting Hotel Management Co., Ltd.
  - 1.35 Guangzhou Huiting Hotel Management Co., Ltd.
  - 1.36 Tianjin Xingting Hotel Management Co., Ltd.
  - 1.37 Tianjin HanTing Xingkong Hotel Management Co., Ltd.
  - 1.38 Tianjin Yiting Hotel Management Co., Ltd.
  - 1.39 Shenyang Maruika Hotel Management Co., Ltd.
  - 1.40 Shenyang Futing Hotel Management Co., Ltd.
  - 1.41 Wuhan HanTing Hotel Management Co., Ltd.
  - 1.42 Wuhan Changting Hotel Management Co., Ltd.
  - 1.43 Shenzhen HanTing Hotel Management Co., Ltd.
  - 1.44 Shenzhen Shenting Hotel Management Co., Ltd.
  - 1.45 Kunshan Lishan Hotel Management Co., Ltd.
  - 1.46 Ningbo Jiangdong Meijia City Hotel Co., Ltd.
  - 1.47 Yiwu HanTing Hotel Management Co., Ltd.
  - 1.48 Nanning HanTing Hotel Management Co., Ltd.
  - 1.49 Shanghai Hegao Hotel Management Co., Ltd.
  - 1.50 Xiamen Xiating Hotel Management Co., Ltd.
  - 1.51 Zibo HanTing Hotel Management Co., Ltd.
  - 1.52 Beijing HanTing Jiamei Hotel Management Co., Ltd.
  - 1.53 Xi'an HanTing Fukai Hotel Management Co., Ltd.
  - 1.54 Qingdao HanTing Hotel Management Co., Ltd.
  - 1.55 Shanghai Lanting Hotel Management Co., Ltd.
  - 1.56 Shanghai baiting Hotel Management Co., Ltd.
  - 1.57 Shanghai Jiangting Hotel Management Co., Ltd.
  - 1.58 Shanghai Zhenting Hotel Management Co., Ltd.
  - 1.59 Shanghai HanTing Guancheng Hotel Management Co., Ltd.
  - 1.60 Chengdu HanTing Hotel Management Co., Ltd.
  - 1.61 Shanghai Yiju Hotel Management Co., Ltd.
  - 1.62 Wuxi Yiju Hotel Management Co., Ltd.
  - 1.63 Hangzhou HanTing Kuaijie Hotel Management Co., Ltd.
  - 1.64 Beijing Yaoting Hotel Management Co., Ltd.
  - 1.65 Beijing Xiting Hotel Management Co., Ltd.
  - 1.66 Shanghai HanTing Service Apartment Hotel Management Co., Ltd.
  - 1.67 Shanghai Meiting Hotel Management Co., Ltd.
  - 1.68 Beijing HanTing Hotel Management Co., Ltd.
  - 1.69 Beijing HanTing Ruijing Hotel Management Co., Ltd.
  - 1.70 Shanghai Yuyi Hotel Management Co., Ltd.
  - 1.71 Shanghai Liansheng Hotel Management Co., Ltd.
  - 1.72 Shanghai Yate Zhongtan Hotel Management Co., Ltd.
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1.73 Shanghai Haoting Hotel Management Co., Ltd.  
1.74 Shanghai Luting Hotel Management Co., Ltd.  
1.75 Beijing Zhongting Hotel Management Co., Ltd.  
1.76 Taiyuan Xinting Hotel Management Co., Ltd.  
1.77 Nanchang Yinting Hotel Management Co., Ltd.  
1.78 Nantong Botong Hotel Management Co., Ltd.  
1.79 Taiyuan Ruiting Yingze Hotel Management Co., Ltd.  
1.80 Shanghai Yate Hotel Management Co., Ltd.  
1.81 Shanghai Rongting Hotel Management Co., Ltd.  
1.82 Shanghai Minting Hotel Management Co., Ltd.  
1.83 HanTing Technology (Suzhou) Co., Ltd.  
1.84 Hanting (Shanghai) Enterprise Management Co., Ltd.  
1.85 Xiamen Tingju Hotel Co., Ltd.  
1.86 Shanghai Pengting Hotel Management Co., Ltd.  
1.87 Nanjing Futing Hotel Management Co., Ltd.  
1.88 Suzhou Yongchangjiahe Hotel Management Co., Ltd.  
1.89 Hangzhou Anting Hotel Management Co., Ltd.  
1.90 Dalian Yuanyang Sikelai Hotel Co., Ltd.  
1.91 Guangzhou Chengting Hotel Management Co., Ltd.  
1.92 Guangzhou Xiuting Hotel Management Co., Ltd.  
1.93 Hangzhou Muting Hotel Management Co., Ltd.  
1.94 Shanghai Xinting Hotel Management Co., Ltd.  
1.95 Xiamen Jiangting Hotel Co., Ltd.  
1.96 Hanting Hesheng (Suzhou) Hotel Management Co., Ltd.  
1.97 Guangzhou Shangbin Hotel Co., Ltd.  
1.98 Baotoushi Anting Hotel Management Co., Ltd.  
1.99 Huazhu Hotel Management Co., Ltd.  
1.100 Starway Hotels (Hong Kong) Co., Ltd.  
1.101 Starway Hotels (Shanghai) Co., Ltd.  
1.102 Shanghai Yinting Hotel Management Co., Ltd.  
1.103 Xi'an Fengting Hotel Management Co., Ltd.  
1.104 Shanghai Lingting Hotel Management Co., Ltd.  
1.105 Xiamen Wuting Hotel Co., Ltd.  
1.106 Nanjing Ningru Hotel Management Co., Ltd.  
1.107 Beijing Duoting Hotel Management Co., Ltd.  
1.108 Wuhu Yinting Hotel Management Co., Ltd.  
1.109 Jiangsu Zhuke Information and Technology Co., Ltd.  
1.110 Mengguang Information and Technology (Shanghai) Co., Ltd.  
1.111 Shanghai Huiting Hotel Management Co., Ltd.  
1.112 Shanghai Xinting Hotel Management Co., Ltd.  
1.113 Shanghai Fanting Hotel Management Co., Ltd.  
1.114 Shanghai Qinting Hotel Management Co., Ltd.  
1.115 Shanghai Keting Hotel Management Co., Ltd.

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- 1.116 Shanghai Hongting Hotel Management Co., Ltd.
- 1.117 Shanghai Shangting Hotel Management Co., Ltd.
- 1.118 Wuxi Meixin Hotel Co., Ltd.
- 1.119 Hangzhou Yilai Hotel Chain Co., Ltd.
- 1.120 Hangzhou Maolu Yilai Club Co., Ltd.
- 1.121 Hangzhou Yuejuan Yilai Hotel Co., Ltd.
- 1.122 Hangzhou Yueli Yilai Hotel Co., Ltd.
- 1.123 Hangzhou Yueting Yilai Hotel Co., Ltd.
- 1.124 Hangzhou Qiandaohu Yilai Resort Co., Ltd.
- 1.125 Hangzhou Yuexiu Yilai Hotel Co., Ltd.
- 1.126 Jinan Hanting Hotel Management Co., Ltd.
- 1.127 Kunming Xiting Hotel Management Co., Ltd.

**2. Majority-Owned Subsidiaries (all PRC companies)**

- 2.1 Beijing HanTing Shengshi Hotel Management Co., Ltd.  
- 80% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.2 Beijing HanTing Dongfang Hotel Management Co., Ltd.  
- 99% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.3 Hangzhou Hemei HanTing Hotel Management Co., Ltd.  
- 65% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.4 Hangzhou Heju HanTing Hotel Management Co., Ltd.  
- 65% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.5 Hangzhou Heting Hotel Management Co., Ltd.  
- 65% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.6 Shanghai Kailin Hotel Management Co., Ltd.  
- 65% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.7 Nantong HanTing Zhongcheng Hotel Co., Ltd.  
- 95% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.8 Chengdu HanTing Yangchen Hotel Management Co., Ltd.  
- 51% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.9 Shenyang HanTing Yonglun Hotel Management Co., Ltd.  
- 60% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.10 Suzhou Kangjia Shangwu Hotel Management Co., Ltd.  
- 51% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.11 Wuxi HanTing Hotel Management Co., Ltd.  
- 55% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.12 Taiyuan HanTing Jiangnan Hotel Management Co., Ltd.  
- 55% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.13 Shenzhen HanTing Shiji Hotel Management Co., Ltd.  
- 90% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.14 Changsha Changting Hotel Management Co., Ltd.  
- 51% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.
  - 2.15 Guilin Lishan Huiming Hotel Management Co., Ltd.
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- 2.16 - 79% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Shanghai HuiGu GangWan Hotel Management Co., Ltd.
  - 2.17 - 65% equity interests owned by HanTing Xingkong (Shanghai) Hotel Management Co., Ltd.  
Shanghai Huiting Hotel Management Co., Ltd.
  - 2.18 - 55.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Shanghai Yuanqing Hotel Management Co., Ltd.
  - 2.19 - 95.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Xi'an Shengting Hotel Management Co., Ltd.
  - 2.20 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Chongqing Yiting Hotel Management Co., Ltd.
  - 2.21 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Xi'an Bangting Hotel Management Co., Ltd.
  - 2.22 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Nanjing Leting Hotel Management Co., Ltd.
  - 2.23 - 80% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Shanghai Suting Hotel Management Co., Ltd.
  - 2.24 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Xianyang Dingcheng Hanting Hotel Co., Ltd.
  - 2.25 - 60.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Urumqi Qiting Hotel management Co., Ltd.
  - 2.26 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Urumqi Luting Hotel management Co., Ltd.
  - 2.27 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Chengdu Changting Hotel management Co., Ltd.
  - 2.28 - 80.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Chengdu Yvting Hotel management Co., Ltd.
  - 2.29 - 60.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Baoding Lianting Hotel management Co., Ltd.
  - 2.30 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Wuhushi Ronghe Hotel management Co., Ltd.
  - 2.31 - 99.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Wuhu Jiangting Hotel management Co., Ltd.
  - 2.32 - 98.00% equity interests owned by Shanghai HanTing Hotel Management Group, Ltd.  
Nanjing Yangting Hotel Management Co., Ltd.
  - 2.33 - 99.00% equity interests owned by Huazhu Hotel Management Co., Ltd.  
Nanjing Chunting Hotel Management Co., Ltd.
  - 2.34 - 95.00% equity interests owned by Huazhu Hotel Management Co., Ltd.  
Changzhi Huating Hotel Management Co., Ltd.
  - 2.35 - 99.00% equity interests owned by Huazhu Hotel Management Co., Ltd.  
Xi'an Jvting Hotel Management Co., Ltd.
  - 90.00% equity interests owned by Huazhu Hotel Management Co., Ltd.
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**Certification Pursuant to  
Section 302 of the Sarbanes-Oxley Act**

I, Qi Ji, certify that:

1. I have reviewed this annual report on Form 20-F of China Lodging Group, Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 17, 2014

By: /s/ Qi Ji  
Name: Qi Ji  
Title: Chief Executive Officer

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**Certification Pursuant to  
Section 302 of the Sarbanes-Oxley-Act of 2002**

I, Min (Jenny) Zhang, certify that:

1. I have reviewed this annual report on Form 20-F of China Lodging Group, Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 17, 2014

By: /s/ Min (Jenny) Zhang

Name: Min (Jenny) Zhang

Title: Chief Financial Officer

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**Certification Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

April 17, 2014

The certification set forth below is being submitted to the Securities and Exchange Commission in connection with the Annual Report on Form 20-F for the year ended December 31, 2013 (the "Report") of China Lodging Group, Limited (the "Company") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Qi Ji, the Chief Executive Officer of the Company, and Min (Jenny) Zhang, the Chief Financial Officer of the Company, each certifies that, to the best of his or her knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Qi Ji

Name: Qi Ji

Title: Chief Executive Officer

/s/ Min (Jenny) Zhang

Name: Min (Jenny) Zhang

Title: Chief Financial Officer

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in Registration Statement No. 333-192295 on Form S-8 of our reports dated April 17, 2014, relating to the financial statements and financial statement schedules of China Lodging Group, Limited, and the effectiveness of China Lodging Group, Limited's internal control over financial reporting, appearing in this Annual Report on Form 20-F of China Lodging Group, Limited for the year ended December 31, 2013.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP  
Shanghai, China  
April 17, 2014

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