

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

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of: **October 2012**

Commission File Number: **001-34656**

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**China Lodging Group, Limited**

(Exact name of registrant as specified in its charter)

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No. 2266 Hongqiao Road  
Changning District  
Shanghai 200336  
People's Republic of China  
(86) 21 6195-2011  
(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**China Lodging Group, Limited**

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

Date: October 10, 2012

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press Release
Exhibit 99.2	Notice of Annual General Meeting
Exhibit 99.3	Form of Proxy for Annual General Meeting
Exhibit 99.4	Voting Instruction Card for American Depositary Shares
Exhibit 99.5	Depositary's Notice of Shareholders' Meeting of China Lodging Group, Limited

Contact Information  
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<http://ir.htinns.com>

**China Lodging Group, Limited to Hold 2012 Annual General Meeting on November 21, 2012**

**Shanghai, China, October 8, 2012** –China Lodging Group, Limited (NASDAQ: HTHT) (the “Company”), a leading and fast-growing limited service hotel chain operator in China, today announced that it will hold its 2012 annual general meeting of shareholders at No. 2266, Hongqiao Road, Changning District, Shanghai, People’s Republic of China on November 21, 2012 at 10 a.m., local time. Holders of record of ordinary shares of the Company at the close of business on October 9, 2012 are entitled to notice of, and to vote at, the annual general meeting or any adjournment or postponement thereof. Holders of the Company’s American depository shares (“ADSs”) who wish to exercise their voting rights for the underlying ordinary shares must act through the depository of the Company’s ADS program, Citibank, N.A.

The notice of the annual general meeting, which sets forth the resolutions to be submitted to shareholder approval at the meeting, is available on the Investor Relations section of the Company’s website at <http://ir.htinns.com>.

**About China Lodging Group, Limited**

China Lodging Group, Limited is a leading and fast-growing limited service hotel chain operator in China. The Company provides business and leisure travelers with high-quality, and conveniently-located hotel products under four brands, namely, Seasons Hotel, Starway Hotel, HanTing Express Hotel, and Hi Inn. For more information, please visit the Company’s website: <http://ir.htinns.com>.

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

**NOTICE OF ANNUAL GENERAL MEETING**  
to Be Held on November 21, 2012  
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“**AGM**”) of China Lodging Group, Limited (the “**Company**”) will be held at No. 2266 Hongqiao Road, Changning District, Shanghai, People’s Republic of China on November 21, 2012 at 10 a.m., local time, and at any adjourned or postponed meeting thereof, for the following purposes:

1. To consider and, if thought fit, pass the following resolution as a special resolution:

“**RESOLVED**, as a special resolution:

**THAT** the amendment to the Amended and Restated Articles of Association of the Company currently in effect in the form attached as Exhibit A to the Notice of Annual General Meeting to Be Held on November 21, 2012 (the “**AGM Notice**”), be and is hereby approved and confirmed, and where necessary ratified;

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

2. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

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

**THAT** the appointment of Deloitte Touche Tohmatsu CPA Ltd. as auditor of the Company at a fee to be agreed by the Board be and is hereby approved and confirmed, and where necessary ratified; and

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

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The Board of Directors of the Company has fixed the close of business on October 9, 2012 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the AGM or any adjourned or postponed meeting thereof.

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

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

By Order of the Board of Directors,

Qi Ji  
*Executive Chairman & CEO*

Shanghai, October 9, 2012

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Exhibit A

Amendment to the Amended and Restated Articles of Association  
of China Lodging Group, Limited

By adding the following Section 86(1B) immediately after the existing Section 86(1A):

“86(1B) (i) For so long as Winner Crown Holdings Limited (“Winner Crown”), together with its affiliates as defined in Rule 405 under the U.S. Securities Act of 1933, as amended, continues to hold at least 25% of the Company’s outstanding ordinary shares:

- (a) Winner Crown shall have the right to appoint two (2) Directors to the Board (each a “Winner Crown Director” and, collectively, the “Winner Crown Directors”);
- (b) The Winner Crown Directors may only be removed or replaced by Winner Crown; and
- (c) Notwithstanding the foregoing, any person nominated by Winner Crown to serve as the Winner Crown Director must be accepted by a majority of the Board, in their reasonable discretion, before such nomination becomes effective.

(ii) Any amendment or revocation of this Article 86(1B) shall require the prior written consent of Winner Crown as long as Winner Crown has the right to appoint any Winner Crown Director according to this Article 86(1B).”

<sup>1</sup> A copy of the Amended and Restated Articles of Association of China Lodging Group, Limited was filed as Exhibit 3.2 to the Company’s registration statement on Form F-1/A (File No. 333-165247), filed with the SEC on March 12, 2010. It is available in the SEC’s EDGAR database at <http://www.sec.gov/edgar/searchedgar/companysearch.html>.

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

**Form of Proxy for Annual General Meeting**  
to Be Held on November 21, 2012  
(or any adjourned or postponed meeting thereof)

**Introduction**

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of China Lodging Group, Limited, a Cayman Islands exempted company (the “**Company**”), of proxies from the holders of the issued and outstanding ordinary shares, par value US\$0.0001 per share, of the Company (the “**Ordinary Shares**”) to be exercised at the Annual General Meeting of the Company (the “**AGM**”) to be held at No. 2266, Hongqiao Road, Changning District, Shanghai, People’s Republic of China on November 21, 2012 at 10 a.m. (local time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting (the “**AGM Notice**”).

Only the holders of record of the Ordinary Shares at the close of business on October 9, 2012 (the “**Record Date**”) are entitled to notice of and to vote at the AGM. In respect of the matter requiring shareholders’ vote at the AGM, each Ordinary Share is entitled to one vote. The quorum of the AGM is one shareholder holding no less than an aggregate of one-third of all voting share capital of the Company in issue present in person or by proxy and entitled to vote at the AGM. This Form of Proxy and the accompanying AGM Notice will be first mailed to the shareholders of the Company on or about October 16, 2012.

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the AGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the AGM. However, if any other matter properly comes before the AGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at the offices of Cricket Square, Hutchins Drive, P.O. box 2681, Grand Cayman, KY1-1111, Cayman Islands, with a copy delivered to its offices at No. 2266, Hongqiao Road, Changning District, Shanghai 200336, People’s Republic of China, or (ii) by voting in person at the AGM.

**To be valid, this Form of Proxy must be completed, signed and returned to the Company’s offices (to the attention of: Hu Yan) at No. 2266, Hongqiao Road, Changning District, Shanghai 200336, People’s Republic of China as soon as possible so that it is received by the Company no later than 48 hours before the time of the AGM.**



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

**Form of Proxy for Annual General Meeting**  
to Be Held on November 21, 2012  
(or any adjourned or postponed meeting thereof)

I/We \_\_\_\_\_ of \_\_\_\_\_, being the registered holder of \_\_\_\_\_ ordinary shares<sup>1</sup>, par value US\$0.0001 per share, of China Lodging Group, Limited (the "Company"), hereby appoint the Chairman of the Annual General Meeting<sup>2</sup> \_\_\_\_\_ or of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjourned or postponed meeting thereof) of the Company to be held at No. 2266, Hongqiao Road, Changning District, Shanghai, People's Republic of China, and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit<sup>3</sup>.

<u>No.</u>	<u>RESOLUTION</u>	<u>FOR</u> <sup>3</sup>	<u>AGAINST</u> <sup>3</sup>	<u>ABSTAIN</u> <sup>3</sup>
1.	The special resolution as set out in Item 1 of the Notice of Annual General Meeting regarding the amendment to the Amended and Restated Articles of Association of the Company.			
2.	The ordinary resolution as set out in Item 2 of the Notice of Annual General Meeting regarding the appointment of Deloitte Touche Tohmatsu CPA Ltd as auditor of the Company.			

Dated \_\_\_\_\_, 2012 Signature(s)<sup>4</sup> \_\_\_\_\_

<sup>1</sup> Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).

<sup>2</sup> **If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "the Chairman of the Annual General Meeting or" and insert the name and address of the proxy desired in the space provided.** A shareholder may appoint one or more proxies to attend and vote in his stead. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**

<sup>3</sup> **IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked "for". If you wish to vote against a particular resolution, tick the appropriate box marked "against". If you wish to abstain from voting on a particular resolution, tick the appropriate box marked "abstain".**

<sup>4</sup> This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.

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 Annual General Meeting
 

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*The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on November 14, 2012 for action to be taken.*

## 2012 VOTING INSTRUCTIONS

## AMERICAN DEPOSITARY SHARES

## China Lodging Group, Limited (the "Company")

ADS CUSIP No.: 16949N109, 16949N182.  
 ADS Record Date: October 9, 2012.  
 Meeting Specifics: Annual General Meeting to be held on November 21, 2012 at 10:00 a.m. (local time) at No. 2266 Hongqiao Road, Changning District, Shanghai, People's Republic of China (the "Meeting").  
 Meeting Agendas: Please refer to the Company's Notice of Meeting enclosed herewith.  
 Depository: Citibank, N.A.  
 Deposit Agreement: Deposit Agreement, dated as of March 25, 2010.  
 Deposited Securities: Ordinary shares, par value \$0.0001 per share, of the Company.  
 Custodian: Citibank, N.A. - Hong Kong Office.

The undersigned holder, as of the ADS Record Date, of the American Depositary Shares identified above (such American Depositary Shares, the "ADSs"), acknowledges receipt of a copy of the Depository's Notice of Meeting and hereby authorizes and directs the Depository to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof.

*Please note that pursuant to Section 4.10 of the Deposit Agreement, the Depository (or the Custodian) will vote on a show of hands unless a poll is demanded. When voting is made by show of hands, the Depository shall vote or shall instruct the Custodian to vote in accordance with instructions received from a majority of Holders giving instructions. In case of a poll, the Depository shall vote or cause the Custodian to vote in accordance with the instructions as received from the Holders giving instructions.*

*Please further note that, as set forth in Section 4.10 of the Deposit Agreement, under the Articles of Association of the Company (as in effect of the date thereof), a poll may be demanded at any meeting by (i) the chairman of the meeting, or (ii) at least three shareholders present in person, or a corporation's representative, or by proxy for the time being entitled to vote at the meeting, or (iii) any shareholder present in person, or a corporation's representative, or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the Meeting, or (iv) by a shareholder present in person, or a corporation's representative, or by proxy and holding shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all shares conferring the right to vote at the meeting, or (v) if required by the rules of Nasdaq, by any director or directors who individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at the Meeting. The Depository will not join in demanding a poll, whether or not requested to do so by Holders of the ADSs.*

*Please also note that, in accordance with and subject to the terms of Section 4.10 of the Deposit Agreement, if voting is by poll and the Depository shall not have received the Voting Instructions from an ADS Holder on or prior to the ADS Voting Instructions Deadline, such Holder shall be deemed and the Depository shall deem such Holder to have instructed the Depository to provide a discretionary proxy to a person designated by the Company for the purpose of exercising the voting rights pertaining to the Deposited Securities represented by such Holder's ADSs; provided, however, that no such discretionary proxy will be given by the Depository with respect to any matters as to which the Company informs the Depository that (a) it does not wish such proxy to be given; (b) substantial opposition exists; or (c) the rights of Holders may be adversely affected.*

*Voting Instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities.*

*In addition, please note that the Depository shall, if so requested in writing by the Company, represent all Deposited Securities for the sole purpose of establishing a quorum at the Meeting.*

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depository and the Company that the undersigned is duly authorized to give the Voting Instructions contained herein.



**Depository's Notice of  
Shareholders' Meeting of  
China Lodging Group, Limited**

**ADSs:** American Depositary Shares.  
**ADS CUSIP No.:** 16949N109, 16949N182.  
**ADS Record Date:** October 9, 2012.  
**Meeting Specifics:** Annual General Meeting to be held on November 21, 2012 at 10:00 a.m. (local time) at No. 2266 Hongqiao Road, Changning District, Shanghai, People's Republic of China (the "Meeting").  
**Meeting Agenda:** Please refer to the Company's Notice of Meeting enclosed herewith.  
**ADS Voting Instructions Deadline:** On or before 10:00 A.M. (New York City time) on November 14, 2012.  
**Deposited Securities:** Ordinary shares, par value \$0.0001 per share, of China Lodging Group, Limited, a company incorporated under the laws of the Cayman Islands (the "Company").  
**ADS Ratio:** 4 ordinary shares to 1 ADS.  
**Depository:** Citibank, N.A.  
**Custodian(s) of Deposited Securities:** Citibank, N.A. - Hong Kong Office.  
**Deposit Agreement:** Deposit Agreement, dated as of March 25, 2010, by and among the Company, the Depository and all Holders and Beneficial Owners ADSs, issued thereunder.

To be counted, your Voting Instructions need to be received by the Depository prior to 10:00 A.M. (New York City time) on **November 14, 2012**.

**Note that if you do not timely return the Voting Instructions to the Depository, the Deposited Securities represented by your ADSs may nevertheless be voted upon the terms set forth in the Deposit Agreement.**

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The Company has announced that an Annual General Meeting of Shareholders will be held at the date, time and location identified above.\* **Copies of the Notice of Meeting from the Company which includes the agenda for such Meeting is enclosed.**

Holders of ADSs wishing to give voting instructions to the Depositary must sign, complete and return the enclosed Voting Instructions prior to the ADS Voting Instructions Deadline in the enclosed pre-addressed envelope.

Upon timely receipt of signed and completed Voting Instructions from a Holder of ADSs, the Depositary shall endeavor, insofar as practicable and permitted under applicable law and the provisions of the Deposited Securities to vote, or cause the Custodian to vote (by means of the appointment of a proxy or otherwise) the Deposited Securities in respect of which Voting Instructions have been received in accordance with the instructions contained therein.

*Please note that pursuant to Section 4.10 of the Deposit Agreement, the Depositary (or the Custodian) will vote on a show of hands unless a poll is demanded. When voting is made by show of hands, the Depositary shall vote or shall instruct the Custodian to vote all Deposited Securities in accordance with instructions received from a majority of Holders giving instructions. In case of a poll, the Depositary shall vote or cause the Custodian to vote the Deposited Securities in accordance with the instructions as received from the Holders giving instructions.*

*Please further note that, as set forth in Section 4.10 of the Deposit Agreement, under the Articles of Association of the Company (as in effect of the date thereof), a poll may be demanded at any meeting by (i) the chairman of the meeting, or (ii) at least three shareholders present in person, or a corporation's representative, or by proxy for the time being entitled to vote at the meeting, or (iii) any shareholder present in person, or a corporation's representative, or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the Meeting, or (iv) by a shareholder present in person, or a corporation's representative, or by proxy and holding shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on all shares conferring the right to vote at the meeting, or (v) if required by the rules of Nasdaq, by any director or directors who individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at the Meeting. The Depositary will not join in demanding a poll, whether or not requested to do so by Holders of the ADSs.*

*Please also note that, in accordance with and subject to the terms of Section 4.10 of the Deposit Agreement, if voting is by poll and the Depositary shall not have received the Voting Instructions from an ADS Holder on or prior to the ADS Voting Instructions Deadline, such Holder shall be deemed and the Depositary shall deem such Holder to have instructed the Depositary to provide a discretionary proxy to a person designated by the Company for the purpose of exercising the voting rights pertaining to the Deposited Securities represented by such Holder's ADSs; provided, however, that no such discretionary proxy will be given by the Depositary with respect to any matters as to which the Company informs the Depositary that (a) it does not wish such proxy to be given; (b) substantial opposition exists; or (c) the rights of Holders may be adversely affected.*

*Voting Instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities.*

*In addition, please note that the Depositary shall, if so requested in writing by the Company, represent all Deposited Securities for the sole purpose of establishing a quorum at the Meeting.*

The information contained herein with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depositary and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. The rights and obligations of Holders and Beneficial Owners of ADSs, the Company and the Depositary are set forth in its entirety in the Deposit Agreement and summarized in the ADRs. If you wish to receive a copy of the Deposit Agreement, please contact the Depositary at the number set forth below.

*If you have any questions about the way in which Voting Instructions may be delivered to the Depositary, please contact Citibank, N.A. - ADR Shareholder Services at 1-877-CITI-ADR (1-877-248-4237).*

Citibank, N.A., as Depositary

\* As set forth in the Deposit Agreement, Holders of record of ADRs as of the close of business on the ADS Record Date, will be entitled, subject to any applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company, and the provisions of or governing the Deposited Securities, to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the Deposited Securities represented by such Holders' ADSs.