

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

**Form of Proxy for Extraordinary General Meeting**  
to Be Held on March 26, 2015  
(or any adjourned 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 Extraordinary General Meeting of the Company (the “**EGM**”) to be held at No. 2266, Hongqiao Road, Changning District, Shanghai, People’s Republic of China on March 26, 2015 at 11 a.m. (local time), and at any adjourned meeting thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting (the “**EGM Notice**”).

Only the holders of record of the Ordinary Shares at the close of business on February 18, 2015 (the “**Record Date**”) are entitled to notice of and to vote at the EGM. In respect of the matter requiring shareholders’ vote at the EGM, each Ordinary Share is entitled to one vote. The quorum of the EGM is one shareholder holding no less than one-third in nominal value of all voting share capital of the Company in issue present in person or by proxy and entitled to vote at the EGM. This Form of Proxy and the accompanying EGM Notice will be first mailed to the shareholders of the Company on or about February 26, 2015.

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM 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 EGM 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 EGM, 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 EGM. However, if any other matter properly comes before the EGM, or any adjourned 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, at least 2 hours before the meeting or adjourned meeting, or (ii) by voting in person at the EGM.

**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 EGM.**

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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 Extraordinary General Meeting<sup>2</sup> or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjourned 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>.

No.	RESOLUTION	FOR <sup>3</sup>	AGAINST <sup>3</sup>	ABSTAIN <sup>3</sup>
1.	The resolution as set out in the Notice of Extraordinary General Meeting regarding the proposed amendment of 2009 Share Incentive Plan (as adopted on 29 September 2009 and amended in October 2009 and August 2010).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated \_\_\_\_\_, 2015    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 Extraordinary General Meeting is preferred, strike out the words “the Chairman of the Extraordinary 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.