

JI QI
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

(Amendment No. 1)*

Information to be Included in Statements Filed Pursuant to § 240.13-1(b), (c)

and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2

Under the Securities Exchange Act of 1934

China Lodging Group, Limited

(Name of Issuer)

Ordinary Shares, Par Value \$0.0001 Per Share

(Title of Class of Securities)

G21182 103

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons

Qi Ji

2 Check the Appropriate Box if a Member of a Group

(a) " (b) "

3 SEC Use Only

4 Citizenship or Place of Organization

Singapore

5 Sole Voting Power

Number of

Shares 114,824,516
6 Shared Voting Power

Beneficially

Owned by 0
Each 7 Sole Dispositive Power

Reporting

Person 79,824,516
8 Shared Dispositive Power
With

35,000,000

9 Aggregate Amount Beneficially Owned by Each Reporting Person

114,824,516

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row 9

47.2%

12 Type of Reporting Person

IN

1 Names of Reporting Persons

Winner Crown Holdings Limited

2 Check the Appropriate Box if a Member of a Group

(a) " (b) "

3 SEC Use Only

4 Citizenship or Place of Organization

British Virgin Islands

5 Sole Voting Power

Number of

0

Shares 6 Shared Voting Power

Beneficially

Owned by

79,607,849

Each 7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

79,607,849

9 Aggregate Amount Beneficially Owned by Each Reporting Person

79,607,849

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row 9

32.7%

12 Type of Reporting Person

CO

1 Names of Reporting Persons

Sherman Holdings Limited

2 Check the Appropriate Box if a Member of a Group

(a) " (b) "

3 SEC Use Only

4 Citizenship or Place of Organization

Commonwealth of the Bahamas

5 Sole Voting Power

Number of

0

Shares 6 Shared Voting Power

Beneficially

Owned by

79,607,849

Each 7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

79,607,849

9 Aggregate Amount Beneficially Owned by Each Reporting Person

79,607,849

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row 9

32.7%

12 Type of Reporting Person

CO

1 Names of Reporting Persons

Credit Suisse Trust Limited, as Trustee of the Ji Family Trust

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

Singapore

5 Sole Voting Power

Number of

0

Shares 6 Shared Voting Power

Beneficially

Owned by

79,607,849

Each 7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

79,607,849

9 Aggregate Amount Beneficially Owned by Each Reporting Person

79,607,849

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9

32.7%

12 Type of Reporting Person

CO

1 Names of Reporting Persons

Tongtong Zhao

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

Canada

5 Sole Voting Power

Number of

1,924,671

Shares 6 Shared Voting Power

Beneficially

Owned by

35,000,000

Each 7 Sole Dispositive Power

Reporting

Person

36,924,671

8 Shared Dispositive Power

With

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

36,924,671

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9

15.2%

12 Type of Reporting Person

IN

1 Names of Reporting Persons

East Leader International Limited

2 Check the Appropriate Box if a Member of a Group

(a) " (b) "

3 SEC Use Only

4 Citizenship or Place of Organization

British Virgin Islands

5 Sole Voting Power

Number of

0

Shares 6 Shared Voting Power

Beneficially

Owned by

36,870,504

Each 7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

36,870,504

9 Aggregate Amount Beneficially Owned by Each Reporting Person

36,870,504

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row 9

15.2%

12 Type of Reporting Person

CO

1 Names of Reporting Persons

Perfect Will Holdings Limited

2 Check the Appropriate Box if a Member of a Group

(a) " (b) "

3 SEC Use Only

4 Citizenship or Place of Organization

British Virgin Islands

5 Sole Voting Power

Number of

0

Shares 6 Shared Voting Power

Beneficially

Owned by

36,870,504

Each 7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

36,870,504

9 Aggregate Amount Beneficially Owned by Each Reporting Person

36,870,504

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row 9

15.2%

12 Type of Reporting Person

CO

Item 1 (a). Name of Issuer:

China Lodging Group, Limited

Item 1 (b). Address of Issuer's Principal Executive Offices:

No. 2266 Hongqiao Road, Changning District

Shanghai 200336, People's Republic of China

Item 2 (a). Name of Persons Filing:

I: Qi Ji

II: Winner Crown Holdings Limited

III: Sherman Holdings Limited

IV: Credit Suisse Trust Limited, as Trustee of the Ji Family Trust

V: Tongtong Zhao

VI: East Leader International Limited

VII: Perfect Will Holdings Limited

Item 2 (b). Address of Principal Business Office or, if None, Residence:

I: The home address for Qi Ji is:

72 Bayshore Road #24-15

Costa Del Sol, Singapore 469988

II: The principal business office for Winner Crown Holdings Limited is:

No. 2266 Hongqiao Road, Changning District

Shanghai 200336, People's Republic of China

III: The principal business office for Sherman Holdings Limited is:

The Bahamas Financial Centre

Shirley & Charlotte Streets

P.O. Box N-3023

Nassau

Bahamas

IV: The principal business office for Credit Suisse Trust Limited is:

1 Raffles Link, #05-02

Singapore 039393

V: The home address for Tongtong Zhao is:

No. 9 Lane 699 Cuibai Road

Shanghai 201206, People's Republic of China

VI: The principal business office for East Leader International Limited is:

Room 22 C, Building 5, 118 Long Zi Yun Road

Shanghai 200051, People's Republic of China

VII: The principal business office for Perfect Will Holdings Limited is:

c/o Sarasin Trust Company (Singapore) Limited

77 Robinson Road, #31-00

Singapore 068896

Item 2 (c). Citizenship:

See Item 4 of each cover page.

Item 2 (d). Title of Class of Securities:

Ordinary Share, par value US\$0.0001 per share.

Item 2 (e). CUSIP Number:

G21182 103

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership:

(a) Amount beneficially owned:

- I: Qi Ji beneficially owns 114,824,516 ordinary shares, including 216,667 vested options.
- II: Winner Crown Holdings Limited (Winner Crown) owns of record 79,607,849 ordinary shares.
- III: Sherman Holdings Limited owns all of the equity interests in Winner Crown and is wholly owned by Credit Suisse Trust Limited, as Trustee of the Ji Family Trust (CS Trustee).
- IV: CS Trustee owns all the equity interests in Winner Crown. It acts as trustee of the Ji Family Trust of which Qi Ji and his family members are the beneficiaries. CS Trustee disclaims beneficial ownership of the ordinary shares. The filing of this Schedule 13G should not be deemed an admission that CS Trustee is the beneficial owner of such ordinary shares for any purpose.
- V: Tongtong Zhao beneficially owns 36,924,671 ordinary shares, including 54,167 vested options.
- VI: East Leader International Limited (East Leader) owns of record 36,870,504 ordinary shares, including: (i) 15,000,000 ordinary shares, over which Qi Ji has voting power pursuant to a power of attorney dated February 25, 2010, and (ii) 4,000,000 restricted ADSs representing 16,000,000 ordinary shares, 930,000 ADSs representing 3,720,000 ordinary shares and 280,000 ordinary shares held by East Leader, over which Qi Ji has voting power pursuant to a power of attorney dated March 29, 2011.
- VII: Perfect Will Holdings Limited owns all of the equity interest in East Leader and is wholly owned by Asia Square Holdings Ltd., as nominee for Sarasin Trust Company (Singapore) Limited (Sarasin Trust). Sarasin Trust acts as trustee of the Tanya Trust of which Tongtong Zhao, a co-founder and independent director of the Issuer, and her family members are the beneficiaries.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote
See Item 5 of each cover page.
- (ii) Shared power to vote or to direct the vote
See Item 6 of each cover page.
- (iii) Sole power to dispose or direct the disposition
See Item 7 of each cover page.
- (iv) Shared power to dispose or direct the disposition
See Item 8 of each cover page.

Item 5. Ownership of 5 Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than 5 Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

QI JI

By: /s/ Qi Ji
Name: Qi Ji

WINNER CROWN HOLDINGS LIMITED

By: /s/ Qi Ji
Name: Qi Ji
Title: Sole Director

SHERMAN HOLDINGS LIMITED

By: /s/ Serene Chew /s/ Dominik Birri
Authorized Signatories, for and on behalf of Bukit
Merah Limited as Corporate Director of Sherman
Holdings Limited

CREDIT SUISSE TRUST LIMITED

By: /s/ Serene Chew /s/ Dominik Birri
Authorized Signatories of Credit Suisse Trust
Limited as Trustee of The JI Family Trust

TONGTONG ZHAO

By: /s/ Qi Ji
Name: Qi Ji
Title: Attorney-in-Fact

EAST LEADER INTERNATIONAL LIMITED

By: /s/ Qi Ji
Name: Qi Ji
Title: Attorney-in-Fact

PERFECT WILL HOLDINGS LIMITED

By: /s/ Qi Ji
Name: Qi Ji
Title: Attorney-in-Fact

EXHIBITS

Exhibit

Number

Title

- | | |
|---|--|
| 1 | Joint Filing Agreement, dated February 14, 2012, among Qi Ji, Winner Crown Holdings Limited, Sherman Holdings Limited, Credit Suisse Trust Limited, Tongtong Zhao, East Leader International Limited and Perfect Will Holdings Limited |
| 2 | Power of Attorney, dated February 14, 2012, granted by Tongtong Zhao |