

China Lodging Group, Ltd
Form SC 13G/A
February 10, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

China Lodging Group, Limited

(Name of Issuer)

Ordinary Shares, par value US\$0.0001 per share

(Title of Class of Securities)

G21182 103

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

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 disclosures provided in a prior cover page.

Edgar Filing: China Lodging Group, Ltd - Form SC 13G/A

The information required on 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).

SCHEDULE 13G

CUSIP No. G21182 103

- | | | | |
|----|--|-----------------------|--------------------------|
| 1 | Names of Reporting Persons | | |
| | Qi Ji | | |
| 2 | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input type="radio"/> | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization | | |
| | Singapore | | |
| | | 5 | Sole Voting Power |
| | | | 104,347,360 |
| | Number of | | |
| | Shares | 6 | Shared Voting Power |
| | Beneficially | | 0 |
| | Owned by | | |
| | Each | 7 | Sole Dispositive Power |
| | Reporting | | 77,870,508 |
| | Person With: | | |
| | | 8 | Shared Dispositive Power |
| | | | 0 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| | 104,347,360 | | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row 9 | | |
| | 37.6% | | |
| 12 | Type of Reporting Person | | |
| | IN | | |

SCHEDULE 13G

CUSIP No. G21182 103

- 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
73,144,905 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 6 | Shared Voting Power
0 |
| | 7 | Sole Dispositive Power
73,144,905 |
| | 8 | Shared Dispositive Power
0 |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
73,144,905
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11 Percent of Class Represented by Amount in Row 9
26.5%
- 12 Type of Reporting Person
CO

SCHEDULE 13G

CUSIP No. G21182 103

- 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
100,000 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 6 | Shared Voting Power
0 |
| | 7 | Sole Dispositive Power
26,576,852 |
| | 8 | Shared Dispositive Power
0 |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
26,576,852
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11 Percent of Class Represented by Amount in Row 9
9.6%
- 12 Type of Reporting Person
IN

SCHEDULE 13G

CUSIP No. G21182 103

- 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 |
| | | 0 |
| Number of | | |
| Shares | 6 | Shared Voting Power |
| Beneficially | | 0 |
| Owned by | | |
| Each | 7 | Sole Dispositive Power |
| Reporting | | 26,476,852 |
| Person With: | | |
| | 8 | Shared Dispositive Power |
| | | 0 |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
26,476,852
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11 Percent of Class Represented by Amount in Row 9
9.6%
- 12 Type of Reporting Person
CO

SCHEDULE 13G

CUSIP No. G21182 103

- 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
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 6 | Shared Voting Power
0 |
| | 7 | Sole Dispositive Power
26,476,852 |
| | 8 | Shared Dispositive Power
0 |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person
26,476,852
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11 Percent of Class Represented by Amount in Row 9
9.6%
- 12 Type of Reporting Person
CO

Edgar Filing: China Lodging Group, Ltd - Form SC 13G/A

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 Person Filing

I: Qi Ji

II: Winner Crown Holdings Limited

III: Tongtong Zhao

IV: East Leader International Limited

Item 2(b)

V: Perfect Will Holdings Limited
Address of Principal Business Office

I: The family 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 home address for Tongtong Zhao is:

No. 9 Lane 699 Cuibai Road

Shanghai 201206, People's Republic of China

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

Edgar Filing: China Lodging Group, Ltd - Form SC 13G/A

P.O. BOX 957, Offshore Incorporations Centre, Road Town, TORTOLA, BRITISH VIRGIN ISLANDS

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

c/o J. Safra Sarasin Trust Company (Singapore) Ltd.

8 Marina View #25-01 Asia Square Tower 1

Singapore 018960

Citizenship

See Item 4 of each cover page.

Title of Class of Securities

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

CUSIP Number

G21182 103

Item 2(c)

Item 2(d)

Item 2(e)

Item 3

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

- (a) A Broker or dealer registered under section 15 of the Act;
 - (b) A Bank as defined in section 3(a)(6) of the Act;
 - (c) An Insurance company as defined in section 3(a)(19) of the Act;
 - (d) An Investment company registered under section 8 of the Investment Company Act of 1940;
 - (e) An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
 - (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
 - (k) A Group, in accordance with Rule 13d-1(b)(1)(ii)(K).
- Not applicable.

Item 4

Ownership

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this statement is provided as of December 31, 2016. The percentage amounts are based on 276,397,062 ordinary shares outstanding as of March 31, 2016 as reported in the Issuer's annual report on Form 20-F for the fiscal year ended December 31, 2015 filed on April 20, 2016.

Amount beneficially owned:

I: Qi Ji beneficially owns 104,347,360 ordinary shares, including (i) 73,144,905 ordinary shares held of record by Winner Crown Holdings Limited (Winner Crown), of which Qi Ji is the sole beneficial owner, (ii) 3,889,255 restricted ordinary shares, (iii) 836,348 vested options, and (iv) 4,000,000 restricted ADSs representing 16,000,000 ordinary shares, 550 ADSs representing 2,200 ordinary shares and 10,474,652 ordinary shares held of record by East Leader International Limited (East Leader), over which Qi Ji has voting power pursuant to a power of attorney dated November 27, 2014.

II: Winner Crown owns of record 73,144,905 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.

V: Tongtong Zhao beneficially owns 26,576,852 ordinary shares, including (i) 100,000 vested options owned by her personally and (ii) 4,000,000 restricted ADSs representing 16,000,000 ordinary shares, 550 ADSs representing 2,200 ordinary shares and 10,474,652 ordinary shares held by East Leader.

VI: East Leader owns of record 26,476,852 ordinary shares, including: 4,000,000 restricted ADSs representing 16,000,000 ordinary shares, 550 ADSs representing 2,200 ordinary shares and 10,474,652 ordinary shares held of record by East Leader, over which Qi Ji has voting power pursuant to a power of attorney dated November 27, 2014.

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 J. Safra Sarasin Trust Company (Singapore) Ltd (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) Share 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
Not applicable

Ownership of Five Percent or Less of a Class

Item 6
Not applicable

Ownership of More than Five Percent on Behalf of Another Person

Item 7
Not applicable

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8
Not applicable

Identification and Classification of Members of the Group

Item 9
Not applicable

Notice of Dissolution of Group

Item 10
Not applicable

Certifications

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.

Date: February 10, 2017

QI JI

By: /s/ Qi Ji
Name: Qi Ji

WINNER CROWN HOLDINGS LIMITED

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

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

1. Joint Filing Agreement, dated February 13, 2014, 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 (incorporated by reference to Exhibit 1 to the Schedule 13G filed by Qi Ji, Winner Crown Holdings Limited, Sherman Holdings Limited, Credit Suisse Trust Limited, Tongtong Zhao, East Leader International Limited and Perfect Will Holdings Limited on February 13, 2014)
2. Power of Attorney, dated February 14, 2012, granted by Tongtong Zhao (incorporated by reference to Exhibit 2 to the Amendment No.1 to the Schedule 13G filed by Qi Ji, Winner Crown Holdings Limited, Sherman Holdings Limited, Credit Suisse Trust Limited, Tongtong Zhao, East Leader International Limited and Perfect Will Holdings Limited on February 14, 2012)