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**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 August 2012**

**Commission File Number 000-53776**

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**China Metro-Rural Holdings Limited**

**(Translation of registrant's name into English)**

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**Suite 2208, 22/F Sun Life Tower,  
The Gateway, 15 Canton Road,  
Tsimshatsui, Kowloon, Hong Kong**  
**(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):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes       No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

The information included in the Report on Form 6-K is incorporated by reference into the registration statement on Form F-3 (File No. 333-171825).

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Attached hereto and incorporated by reference herein is a notice to the holders of warrants to purchase Ordinary Shares relating to an adjustment of the exercise price of such warrants.



## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Notice to warrant holders dated August 20, 2012.

[China Metro-Rural Letterhead]

August 20, 2012

Dear Warrant Holders,

**RE: ADJUSTMENT TO THE EXERCISE PRICE OF WARRANTS**

In respect of the Warrants that the Company issued to you on May 11, 2011 and further to the letters we sent to you dated August 16, 2011 and July 16, 2012 concerning adjustment due to certain share issuances in August of 2011 and adjustment due to the certain make good adjustment, respectively, the Company hereby informs you that the exercise price of the warrants is further adjusted from US\$2.765 per ordinary share to US\$1.959 (the "Adjustment") pursuant to Section 2(d)(ii) of the Warrant to Purchase Ordinary Shares, as a result of recent issuance of US\$60 million convertible bonds with a initial conversion price of US\$1.0811 per Ordinary Share (the "CBs") and warrants to purchase 6 million Ordinary Shares at an exercise price of US\$1.2973 per Ordinary Share (the CB Warrants"). The Adjustment is effective from August 15, 2012. A calculation of the adjusted exercise price of the Warrants is attached as Appendix A to this letter for your reference and reflects (A) the adjustment due to issuance of the CBs and the CB Warrants; (B) the current adjustment due to the Adjusted EBITDA for the fiscal year ended March 31, 2012 and (C) the adjustment due to certain share issuances in August of 2011. For the purpose of this letter, the terms used in this letter shall have the same meaning as contained in the Warrant Agent Agreement and the Warrant to Purchase Ordinary Shares filed as an exhibit to the Form 6-K dated May 11, 2011, which can be found on the website of the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov) and the Company at [www.chinametrorural.com](http://www.chinametrorural.com).

Yours truly,

FOR AND ON BEHALF OF  
CHINA METRO-RURAL HOLDINGS LIMITED/s/ Lee Che ChiuLee Che Chiu  
Chief Financial Officer

## Exhibit A

China Metro-Rural Holdings Limited

Calculation on Adjustment to Exercise Price of Warrants

	Number of shares	Issue/exercise price US\$	Consideration US\$
<b>Private Placement Closed on 2 August 2011:</b>			
Ordinary shares issued	2,000,000	2.500	5,000,000
<b>Private Placement Closed on 16 August 2011:</b>			
Ordinary shares issued	5,900,000	2.500	14,750,000
Underlying ordinary shares exercisable from warrants	5,900,000	2.875	16,962,500
<b>Issuance of CBs and CB Warrants on 15 August 2012:</b>			
Underlying ordinary shares convertible from the CBs	55,499,028	1.081	60,000,000
Underlying ordinary shares exercisable from the CB Warrants	6,000,000	1.297	7,783,800
Aggregate consideration	75,299,028	(A)	104,496,300
Original Exercise Price		(B)	3.456
Number of shares (A) would purchase at the Original Exercise Price		(A)/(B)	30,236,197
<b>Adjusted exercise price of the Warrants pursuant to Section 2(c) of the Warrants to Purchase Ordinary Shares</b>			
	= 2.88	x	$\frac{65,643,782}{65,643,782 + 75,299,028}$
			+ 30,236,197
Adjusted exercise price of the Warrants	= 2.88	x	68.03%
Adjusted exercise price of the Warrants (US\$)	= 1.959		

\* The exercise price of the Warrants is adjusted from US\$3.456 to US\$2.88 pursuant to Section 2(d)(ii) of the Warrants to Purchase Ordinary Shares due to the Adjusted EBITDA for the fiscal year ended March 31, 2012.