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

Form 6-K

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

For the month of January 2014

Commission File Number 000-53776

China Metro-Rural Holdings Limited
(Translation of registrant's name into English)

Suite 2204, 22/F Sun Life Tower,
The Gateway, 15 Canton Road,
Tsimshatsui, Kowloon, Hong Kong
(Address of principal executive office)

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 statements on Form F-3 (File No. 333-171825 and File No. 333-184774).

Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are, by their nature, subject to risks and uncertainties. This Act provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements, including statements regarding industry prospects and future results of operations or financial position, made in this press release are forward-looking.

Words such as “continue”, “consider”, “probably”, “will”, “strive” and similar expressions may identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to: the Company’s future performance, the Company’s expansion efforts, the state of economic conditions, the Company’s market and the governmental policy. These forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes to be appropriate in particular circumstances. However, whether actual results and developments will meet the Company’s expectations and predictions depends on a number of known and unknown risks and uncertainties and other factors, any or all of which could cause actual results, performance or achievements to differ materially from the Company’s expectations, whether expressed or implied by such forward-looking statements.

Issuance of Convertible Bonds

On January 27, 2014, China Metro-Rural Holdings Limited (the “**Company**”) issued an aggregate amount of US\$5,000,000, 10 per cent convertible bonds (the “**Bonds**” or “**CBs**”) due 2016 convertible into ordinary shares of US\$0.001 each in the capital of the Company (“**Ordinary Shares**”) in a private placement issued to certain independent third parties (the “**Investor**”) pursuant to Section 4(2) under the Securities Act of 1933, as amended, and Rule 506 promulgated thereunder (the “**CB Transaction**”). Interest is payable on the principal amount of the Bonds semi-annually.

All (but not less than all) of the principal amounts of the CBs will be convertible into Ordinary Shares of the Company at an initial conversion price per Ordinary Share equal to US\$1.30. The CBs are convertible during their entire tenure. Based on such initial conversion price, 3,846,153 of the Company’s Ordinary Shares are issuable upon conversion of the CBs, representing approximately 5.23% of the total issued share capital of the Company and approximately 4.52% of the total issued share capital of the Company as enlarged by such issue and assuming no existing convertible bonds and warrants of the Company are converted and exercised, respectively, and no further issue of shares.

Under the terms of the CBs, the Investor has the right to put back the CBs to the Company after 18 months of the date of issue of the CBs at an amount equal to 100 percent of the principal amounts outstanding of the CBs to be repaid with accrued but unpaid interest.



China Metro-Rural Holdings Limited

FOR IMMEDIATE RELEASE

CNR Announces Closing for issuance of US\$5 Million Convertible Bonds

NEW YORK, (MARKETWIRE) – January 28, 2014 – China Metro-Rural Holdings Limited (the “Company”) is pleased to announce the closing of a private placement of US\$5,000,000 principal amount, 10 per cent. convertible bonds due 2016 (the “2014 Bonds”), to an independent third party (the “Investor”) as a result of a commitment made by the Investor in December 2013 in connection with the issuance of US\$15 million convertible bonds (the “2013 Bonds”) for which the Investor was a subscriber. The 2014 Bonds are convertible into ordinary shares of the Company (“Ordinary Shares”) at an initial conversion price of US\$1.30 per share, in a private placement. The 2014 Bonds have the same terms as the 2013 Bonds.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ABOUT CHINA METRO-RURAL HOLDINGS LIMITED

China Metro-Rural Holdings Limited is a leading agricultural logistics platform development and rural-urban migration and city re-development company in China.

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CONTACT:

China Metro-Rural Holdings Limited – Investor Relations Department
Phone: (852) 2111 3815 E-mail: ir@chinametrorural.com
www.chinametrorural.com

[China Metro-Rural Letterhead]

January 28, 2014

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 concerning adjustment due to certain share issuances in August of 2011, July 16, 2012 concerning adjustment due to the certain make good adjustment, August 20, 2012 concerning adjustment due to issuance of US\$60 million convertible bonds and warrants, and December 23, 2013 concerning adjustment due to issuance of US\$15 million convertible bonds, the Company hereby informs you that the exercise price of the warrants is further adjusted from US\$1.8929 per ordinary share to US\$1.8730 per ordinary share (the "Adjustment") pursuant to Section 2(d)(ii) of the Warrant to Purchase Ordinary Shares, as a result of recent issuance of US\$5 million convertible bonds with a initial conversion price of US\$1.30 per Ordinary Share (the "CBs"). The Adjustment is effective from January 27, 2014. 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 current adjustment due to issuance of the CBs; (B) the adjustment due to issuance of the CBs in December 2013; (C) the adjustment due to issuance of the CBs and the CB Warrants in August 2012, (D) the adjustment due to the Adjusted EBITDA for the fiscal year ended March 31, 2012 and (E) 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 and the Company at www.chinametrorural.com.

Yours truly,

FOR AND ON BEHALF OF
CHINA METRO-RURAL HOLDINGS LIMITED/s/ Sio Kam Seng

Sio Kam Seng

Acting 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\$
Private Placement Closed on 2 August 2011:			
Ordinary shares issued	2,000,000	2.500	5,000,000
Private Placement Closed on 16 August 2011:			
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
Issuance of CBs and CB Warrants on 15 August 2012:			
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
Issuance of CBs on 20 December 2013	11,538,459	1.300	15,000,000
Issuance of CBs on 27 January 2014	<u>3,846,153</u>	1.300	<u>5,000,000</u>
Aggregate consideration	90,683,640	(A)	124,496,300
Original Exercise Price		(B)	3.456
Number of shares (A) would purchase at the Original Exercise Price		(A)/(B)	36,023,234
Adjusted exercise price of the Warrants pursuant to Section 2(c) of the Warrants to Purchase Ordinary Shares	=	2.88* x	$\frac{65,643,782}{65,643,782} + \frac{36,023,234}{90,683,640}$
Adjusted exercise price of the Warrants	=	<u>2.88*</u> x	65.03%
Adjusted exercise price of the Warrants (US\$)	=	<u>1.8730</u>	

* 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.