
**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 July 2016

Commission File Number: 000-53776

China Metro-Rural Holdings Limited

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

Indicate by check mark whether the registrant files or will file annual reports under cover 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):

China Metro-Rural Holdings Limited Announces Distribution of an Information Statement in connection with Privatization

China Metro-Rural Holdings Limited announces that on July 29, 2016 distribution of an Information Statement to shareholders commenced in connection with a going-private transaction or privatization. For more information, please refer to exhibit 99.1 furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHINA METRO-RURAL HOLDINGS LIMITED

By: /s/ Sio Kam Seng
Name: Sio Kam Seng
Title: Executive Director, Chairman of the Board and
Chief Executive Officer

Date: July 29, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press release dated July 29, 2016



China Metro-Rural Holdings Limited

FOR IMMEDIATE RELEASE

**China Metro-Rural Holdings Limited Announces
Distribution of an Information Statement in connection with Privatization**

NEW YORK, (MARKETWIRE)—July 29, 2016—China Metro-Rural Holdings Limited (NYSEMKT: CNR) is pleased to announce that the distribution of an Information Statement commenced on July 29, 2016 to shareholders of record as of the close of trading on July 27, 2016 in connection with the Company's previously announced going-private transaction or privatization. Shareholders are encouraged to review this Information Statement in detail as it contains important information about the privatization.

The Company intends to effectuate the privatization through a merger with an indirect wholly owned subsidiary. Upon the terms and subject to the conditions set forth in a certain Agreement and Plan of Merger, as amended, holders of the Company's ordinary shares—other than certain specified affiliates, certain other holders and holders who properly perfect applicable dissenters' rights—will receive an amount equal to US\$1.03 per share in cash, without interest, as a result of the merger. Cashed-out shareholders will not have any equity interests in the Company going forward and will not participate in the governance and in the future prospects, growth or risk of loss, and earnings or losses of the Company.

No sooner than 20 calendar days from today, the Company expects certain shareholders who hold approximately 52.8% of the total combined voting power of the Company to take action by written consent approving the Agreement and Plan of Merger, the merger and the privatization. Shortly after execution of this written consent and subject to the satisfaction of the conditions set forth in the Agreement and Plan of Merger, the Company expects to close the merger and effect the privatization.

Details concerning the privatization are provided in filings made by the Company with the U.S. Securities and Exchange Commission, including a Transaction Statement on Schedule 13E-3, and are also included in the Information Statement.

ABOUT CHINA METRO-RURAL HOLDINGS LIMITED

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

Forward-Looking Statements

This press release 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.

CONTACT:

China Metro-Rural Holdings Limited—Investor Relations Department

Phone: (852) 2111 3815

E-mail: ir@chinametrorural.com