
**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 August 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 Receives Majority Shareholder Approval of Merger for Going-Private Transaction

China Metro-Rural Holdings Limited announces that on August 18, 2016 certain shareholders, which together beneficially own 52.8% of the total combined voting power of the company, took action by written consent on August 18, 2016 to approve, among other things, a certain Agreement and Plan of Merger and related merger for 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: August 18, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press release dated August 18, 2016



FOR IMMEDIATE RELEASE

**China Metro-Rural Holdings Limited Receives Majority Shareholder Approval of Merger
For Going Private Transaction**

NEW YORK (MARKETWIRE) – August 18, 2016 – China Metro-Rural Holdings Limited (NYSEMKT: CNR) is pleased to announce that Kind United Holdings Limited and Cafoong Limited, which together beneficially own 52.8% of the total combined voting power of the Company, took action by written consent on August 18, 2016 to approve, among other things, an Agreement and Plan of Merger dated as of June 8, 2016, as amended, and the merger of CMR Merger Sub Limited with and into the Company with the Company continuing as the surviving company and a wholly-owned subsidiary of China Metro-Rural Investment Limited.

The Company expects the merger to close on August 18, 2016 and that, as a result of the merger, 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. 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.

Further, as a result to the merger, the Company anticipates that its ordinary shares will not be listed on the NYSE MKT and that no trading market will exist for these shares. Also, the Company will be eligible to terminate, and intends to terminate, its Exchange Act reporting obligations such that, after filing a Form 15, the Company will no longer be required to file its Annual Report on Form 20-F and Form 6-Ks.

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:

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