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

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**FORM 15**

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**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OF SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 000-53776

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**CHINA METRO-RURAL HOLDINGS LIMITED**  
(Exact name of registrant as specified in its charter)

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Suite 2204, 22/F, Sun Life Tower  
The Gateway, 15 Canton Road  
Tsimshatsui, Kowloon, Hong Kong  
(852) 2111 3815

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

**Ordinary shares, par value US\$0.001 per share**  
(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 1

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Pursuant to the requirements of the Securities Exchange Act of 1934, China Metro-Rural Holdings Limited has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**China Metro-Rural Holdings Limited**

Date: September 6, 2016

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