CHINA METRO-RURAL HOLDINGS Ltd
Form 6-K
July 28, 2010

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 2010

Commission File Number 000-53776

China Metro-Rural Holdings Limited

(Translation of registrant s name into English)

Suite 2208, 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 x   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 x

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

Attached hereto and incorporated by reference herein is a press release announcing the declaration of a dividend, dated July 28, 2010.

SIGNATURES

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.

Date: July 28, 2010   **CHINA METRO-RURAL HOLDINGS LIMITED**

                                    By   /s/   SIO KAM SENG
                                                          Sio Kam Seng

                                                    Executive Director and Vice Chairman of the

                                                    Board and Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release announcing the declaration of a dividend, dated July 28, 2010.