

Sang Ho Min  
Form SC 13D  
August 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. )\*

**CHINA METRO-RURAL HOLDINGS LIMITED**

(Name of Issuer)

**Ordinary shares, par value US\$0.001 per share**  
(Title of Class of Securities)

**G3163G104**  
(CUSIP Number)

**Ho Min Sang**

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1 AUSTIN RD W

UNION SQUARE THE WATERFRONT

TOWER 1

42/F FLAT F

KOWLOON

HONG KONG

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 25, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. x

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G3163G104

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HO MIN SANG

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) " (b) "

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong permanent resident

7. SOLE VOTING POWER

NUMBER OF

5,222,661(1)

SHARES

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

5,222,661(1)

10. SHARED DISPOSITIVE POWER

WITH

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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5,222,661

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) "

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.10% (2)

14. TYPE OF REPORTING PERSON (see instructions)

IN

- (1) Mr. Ho Min Sang holds directly 5,222,661 ordinary shares, par value US\$0.001 per share ( Ordinary Shares ) of the issuer.
- (2) Percentage of class calculated based on an aggregate of 73,543,782 Ordinary Shares of the Issuer issued and outstanding.

**Item 1. Security and Issuer.**

The securities to which this Schedule 13D relates are the ordinary shares, par value US\$0.001 per share ( Ordinary Shares ), of China Metro-Rural Holdings Limited, a British Virgin Islands company (the Issuer ). The principal executive office of the Issuer is located at Suite 2204, 22/F Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong.

**Item 2. Identity and Background.**

(a), (b), (c) and (f). This Schedule 13D is being filed by Mr. Ho Min Sang (the Reporting Person ), pursuant to the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

**Mr. Ho Min Sang**

Mr. Ho Min Sang became a Director of the Board of the Issuer on August 25, 2011. The business address of Mr. Ho Min Sang, is c/o China Metro-Rural Holdings Limited, Suite 2204, 22/F Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong. Mr. Ho Min Sang, is a Hong Kong permanent resident. Mr. Ho Min Sang holds directly 5,222,661 ordinary shares, par value US\$0.001 per share ( Ordinary Shares ) of the issuer.

(d) and (e). No Reporting Person nor, to the best knowledge of each Reporting Person, any of the persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a jurisdiction and as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source or Amount of Funds or Other Consideration.**

The source of the funds for the acquisition of the Ordinary Shares was the personal funds of the Reporting Person.

**Item 4. Purpose of Transaction.**

The Reporting Person acquired its shares of Common Stock for investment purposes only. The Reporting Person reserves the right to acquire additional shares of the Issuer, either in open market purchases or in private transactions.

Neither the filing of this Schedule 13D nor anything contained herein shall be deemed an admission that the Reporting Person are required to file this Schedule 13D pursuant to Rule 13d-1(e) or subject to the restrictions contained therein.

Except as set forth herein, the Reporting Person has no current intention, plan or proposal with respect to items (a) through (j) of Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

Mr. Ho Min Sang holds directly 5,222,661 ordinary shares, par value US\$0.001 per share ( Ordinary Shares ) of the issuer.

(a) Mr. Ho Min Sang:

(1) Sole Voting Power: 5,222,661

(2) Shared Voting Power: 0

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(3) Sole Dispositive Power: 5,222,661

(4) Shared Dispositive Power: 0

(b) The information in Item 3 above is incorporated herein by reference.

(c) Mr. Ho Min Sang acquired 5,222,661 Ordinary Shares from the Issuer in a private placement completed on July 25, 2011 at a purchase price of \$2.50 per Ordinary Share.

(d) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

No contracts, arrangements, understandings, or relationships (legal or otherwise) exist between any Reporting Person and any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fee, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies. None of the Reporting Persons is a party to any arrangement whereby securities of the Issuer are pledged or are otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities.

**Item 7. Material to Be Filed as Exhibits.**

Not applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**HO MIN SANG**

/s/ Ho Min Sang

Name: Ho Min Sang

Dated: August 25, 2011