

CHINA METRO-RURAL HOLDINGS Ltd  
Form S-8 POS  
April 26, 2010

As filed with the Securities and Exchange Commission on April 26, 2010

Registration No. 333-165783

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CHINA-METRO RURAL HOLDINGS LIMITED**

(Exact name of registrant as specified in its charter)

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| <b>British Virgin Islands</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>Not Applicable</b><br>(I.R.S. Employer<br>Identification No.) |
|--|--|

**Suite 2208-14, 22/F, Sun Life Tower, The Gateway**  
**15 Canton Road, Tsimshatsui, Kowloon, Hong Kong**  
(Address of Principal Executive Offices)

**Consulting Agreement between China Metro-Rural Holdings Limited (formerly Man Sang International**

**(B.V.I.) Limited) and Wang Lin Hui**

(Full title of the plan)

**National Registered Agents, Inc.**

**875 Avenue of the Americas, Suite 501**

**New York, New York 10001**

(Name and address of agent for service)

**(845) 398-0900**

(Telephone number, including area code, of agent for service)

*With copies to:*

**Mr. Cheng Chung Hing, Ricky**

**President and Chairman of the Board of Directors**

**China Metro-Rural Holdings Limited**

**Suite 2208-14, 22/F, Sun Life Tower, The Gateway**

**15 Canton Road, Tsimshatsui, Kowloon, Hong Kong**

**Telephone: (852) 2317 9888**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 is being filed by China Metro-Rural Holdings Limited (the Registrant ) in order to amend the Registration Statement on Form S-8 (Registration No. 333-165783) that was filed by the Registrant with the Securities and Exchange Commission on March 30, 2010 (the Registration Statement ). The Registration Statement registered 300,000 ordinary shares of the Registrant, par value US\$0.001 per share ( Ordinary Shares ), that were issuable pursuant to that certain Consulting Agreement, dated as of March 11, 2010, by and between the Registrant and Mr. Wang Lin Hui (the Consulting Agreement ).

All 300,000 of the Ordinary Shares issuable pursuant to the Consulting Agreement have been issued and no further securities of the Registrant will be issued pursuant to the Consulting Agreement. Accordingly, the offering contemplated by the Registration Statement has terminated and the Registrant is hereby amending the Registration Statement to reflect that all securities of the Registrant previously registered and offered under the Registration Statement have been sold.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Kowloon, Hong Kong, on April 26, 2010.

**CHINA METRO-RURAL HOLDINGS LIMITED**

By: /s/ Sio Kam Seng  
Name: Sio Kam Seng  
Title: Executive Director and Deputy Chairman,

Chief Executive Officer

**Signature of Authorized Representative in the United States**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of China Metro-Rural Holdings Limited, has signed this registration statement or amendment thereto in the City of Tappan, State of New York, on April 26, 2010.

**NATIONAL REGISTERED AGENTS, INC.**

By: /s/ Patrick J. O Neill  
Name: Patrick J. O Neill  
Title: Vice President