

CHINA VENTURES INC.

SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
SECTION 118(1) OF THE *SECURITIES ACT* (ALBERTA)
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)
SUBSECTION 81(2) OF THE *SECURITIES ACT* (NOVA SCOTIA)**

1. Reporting Issuer

China Ventures Inc. (“China Ventures”)
Suite 1118 – 925 West Georgia Street
Vancouver, British Columbia V6C 3C2

2. Date of Material Change

April 16, 2003

3. Press Release

A press release disclosing the material change was issued in Vancouver, British Columbia, on April 16, 2003. A copy of the press release is attached.

4. Summary of Material Change

China Ventures announced that it plans to proceed with the private placement of 12,500,000 common shares, at a price of \$0.20 per common share, for gross proceeds to China Ventures of \$2,500,000. The private placement is expected to close on May 16, 2003.

5. Full Description of Material Change

China Ventures announced that it plans to proceed with the private placement of 12,500,000 common shares, at a price of \$0.20 per common share, for gross proceeds to China Ventures of \$2,500,000. The proceeds from the private placement will be used for general corporate purposes relating to the operations of China Ventures. The completion of the private placement is subject to the approval of the TSX Venture Exchange. The private placement is expected to close on May 16, 2003.

6. **Reliance on Section 85(2) of the Act**

N/A

7. **Omitted Information**

N/A

8. **Senior Officers**

For further information about this material change, contact Ronald Shon, President, at (604) 683-6865.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 21st day of April, 2003.

(signed)

Michael Hendry
Chief Financial Officer



TSX VEN: CHV

**PRESS RELEASE
AMENDED**

April 16, 2003

**CHINA VENTURES INC. ANNOUNCES \$2.5 MILLION
PRIVATE PLACEMENT**

Vancouver, Canada, April 16 – China Ventures Inc. (TSX Venture: CHV) announced today that it plans to proceed with the private placement of 12,500,000 common shares, at a price of \$0.20 per common share, for gross proceeds to China Ventures of \$2,500,000. The proceeds from the private placement will be used for general corporate purposes relating to the operations of China Ventures Inc. (CVI). The completion of the private placement is subject to the approval of the TSX Venture Exchange. The private placement is expected to close on May 16, 2003.

About China Ventures Inc.

The admission of China into the WTO and the granting of the 2008 Olympic Games to Beijing have created a significant and growing demand for education, corporate training and extended learning in China. CVI is a Canadian-based company focused on providing these much needed educational solutions to various segments of the Chinese economy in an effort to assist in China's globalization and movement to an open market economy. CVI will continue to work with leading North American education providers and institutions to provide quality educational programs and course materials to its growing client base in China.

About Today's Teachers Technology and Culture Ltd. ("TTTC")

TTTC is an 11-year-old educational product distribution company. Its product line includes books, software, audio and video materials, and educational training tools. This company, which is CVI's 70%-owned subsidiary, develops teaching materials and textbooks based on the various research projects conducted by the Ministry of Education and works very closely with educational committees at the national, provincial and local levels which approve textbooks for use in the Chinese school system.

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For Further Information please contact us at:

Ronald Shon, President, China Ventures Inc.

Phone: (604) 683-6865 Fax: (604) 681-5636

www.chinaventuresinc.com

Brenda Orser, Cavalcanti Hume Funfer Inc.

Phone: (416) 868-1079

or

Cathy Hume, CEO, Cavalcanti Hume Funfer Inc.

Phone: (416) 868-1079 or (403) 541-1225

If you would like to receive press releases by email, please contact Kam Dhanjal at kam@chfir.com

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

FORWARD-LOOKING STATEMENTS: Except for statements of historical fact, all statements in this news release - including, without limitation, statements regarding revenue estimates and future plans and objectives of China Ventures - are forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are based on current expectations and analyses, including China Ventures' analysis of its product and distribution system and its expectations regarding the effects of anticipated product and distribution changes and the potential benefits of such efforts and activities on China Ventures' results of operations in future periods. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements.