

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

June 19, 2003

3. Press Release

A press release disclosing the material change was issued in Vancouver, British Columbia, on June 25, 2003. A copy of the press release is attached.

4. Summary of Material Change

China Ventures announced the completion of a non-brokered private placement (the "Private Placement"), effective June 19, 2003, for gross proceeds of approximately CDN \$1,280,000. Pursuant to the Private Placement, 7,525,242 common shares of China Ventures were issued at \$0.17 per share.

5. **Full Description of Material Change**

China Ventures announced the completion of the Private Placement, effective June 19, 2003, for gross proceeds of approximately CDN \$1,280,000. Pursuant to the Private Placement, 7,525,242 common shares of China Ventures were issued at \$0.17 per share. The common shares issued are subject to a four-month hold period expiring on October 20, 2003. TSX Venture Exchange final approval of the Private Placement was obtained on May 16, 2003. China Ventures first announced the Private Placement by press release on April 16, 2003 and then issued a press release on May 23, 2003 announcing that it had raised the gross proceeds and that the Private Placement would be completed upon filing of all regulatory documents.

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 4th day of July, 2003.

(signed)

Ronald Shon
President



TSX VEN: CHV

PRESS RELEASE

June 25, 2003

**CHINA VENTURES INC. ANNOUNCES
COMPLETION OF PRIVATE PLACEMENT**

Vancouver, Canada, June 25, 2003 – China Ventures Inc. (TSX Venture: CHV) announced today the completion of a private placement effective June 19, 2003 for gross proceeds of approximately CDN\$1.28 million. The non-brokered private placement resulted in the issuance of 7,525,242 common shares at \$0.17 per share. The shares are subject to a 4-month hold expiring October 20, 2003. TSX Venture Exchange final approval was obtained on May 16, 2003. The private placement was first announced by press release on April 16, 2003 and China Ventures announced by press release on May 23, 2003 that it had raised the gross proceeds and that the private placement would be completed upon filing of all regulatory documents.

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.*