

**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**

July 15, 2003

**3. Press Release**

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

**4. Summary of Material Change**

China Ventures is pleased to announce the new appointment of Mary Chin as the Chief Financial Officer and Secretary of the Company.

**5. Full Description of Material Change**

China Ventures is pleased to announce the new appointment of Mary Chin as the Chief Financial Officer and Secretary of the Company. Ms. Chin has an extensive background in the financial and accounting areas, having worked for PriceWaterhouseCoopers LLP (HK), the Hong Kong Airport Authority, Crocus Investment Fund, a Manitoba based labour-sponsored fund, and Evans and Evans Inc., a Vancouver based business valuation firm.

Ms. Chin holds a Bachelor of Science degree in Applied Mathematics and a Master of Business Administration degree both from the University of

Manitoba. She is a member of the Association of Chartered Certified Accounts (ACCA-United Kingdom) and has been serving on the ACCA Board of Officers since 2001. She has completed Level 1 of the Chartered Financial Analyst (CFA) program.

Mr. Shon commented, “Mary is a very welcome addition to our management team. Her ability to speak Mandarin and Cantonese, along with her proven expertise in the area of finance will be invaluable as the company develops and pursues other growth opportunities.”

**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 25<sup>th</sup> day of July, 2003.

(signed)

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Ron Shon  
President



**TSX VEN: CHV**

**PRESS RELEASE**

**July 25, 2003**

**CHINA VENTURES INC. ANNOUNCES APPOINTMENT OF CHIEF FINANCIAL OFFICER AND CORPORATE SECRETARY**

**Vancouver, Canada, July 25, 2003** – Ronald Shon, President, China Ventures Inc. (CHV: TSX Venture), is pleased to announce the appointment of Mary Chin as the new Chief Financial Officer and Corporate Secretary for the company. Ms. Chin has an extensive background in the financial and accounting areas, having worked for PriceWaterhouseCoopers LLP (HK), the Hong Kong Airport Authority, Crocus Investment Fund, a Manitoba based labour-sponsored fund, and Evans and Evans Inc., a Vancouver based business valuation firm.

Ms. Chin holds a Bachelor of Science degree in Applied Mathematics and a Master of Business Administration degree both from the University of Manitoba. She is a member of the Association of Chartered Certified Accounts (ACCA-United Kingdom) and has been serving on the ACCA Board of Officers since 2001. She has completed Level 1 of the Chartered Financial Analyst (CFA) program.

Mr. Shon commented, “Mary is a very welcome addition to our management team. Her ability to speak Mandarin and Cantonese, along with her proven expertise in the area of finance will be invaluable as the company develops and pursues other growth opportunities.”

**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 develops teaching materials and textbooks based on the various research projects conducted by the Ministry of Education (MOE) 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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*The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.*

**For Further Information please contact us at:**

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[www.chinaventuresinc.com](http://www.chinaventuresinc.com)

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or

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If you would like to receive press releases by email, please contact Kam Dhanjal at [kam@chfir.com](mailto:kam@chfir.com)

**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.*