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

September 26, 2003

3. Press Release

A press release disclosing the material change was issued in Vancouver, British Columbia, on September 29, 2003. A copy of the press release is attached.

4. Summary of Material Change

China Ventures announced that it has entered into an agreement for the strategic acquisition of an 80% interest in Northern Education Books Ltd. ("NEB") on September 26, 2003. China Ventures is in the process for getting approval on this acquisition by the Exchange.

5. Full Description of Material Change

China Ventures announced that it has entered into an agreement with Northern Education Books Ltd. ("NEB") on September 26, 2003. The purchase price will be 7.2 million RMB ($1.2 million CDN) based on 80% interest of NEB and will be paid by the issuance of 6,000,000 common shares of China Ventures with a deemed value of $0.20 CDN per common share. The new issuance of common shares is less than 5% of the total number of outstanding shares on a pre-acquisition basis which is 138,950,488.

The purchase price is based on 3 times projected profit after tax of 3 million RMB ($500,000 CDN) and the entire purchase consideration will only be paid upon achievement of such net profit. If the net profit after tax is less than 3 million RMB, it will be reduced by an amount equal to 3 times the difference between 3 million RMB and the actual net profit after tax of NEB for 2003.

China Ventures will issue fifty percent of the purchase consideration to NEB at closing. The remaining balance will be issued after an audit of NEB's 2003 operating results.

In accordance with ownership requirements in China, the 80% interest in NEB will be registered in the name of three Chinese residents who will hold such interest in NEB in trust solely for the benefit of CEN Smart Networks Ltd., a joint venture company of China Ventures Inc.

This acquisition with NEB enables China Venture to achieve synergistic savings and broaden the existing distribution capability.

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 6th day of October, 2003.

(signed)
Ron Shon
President

TSX VEN: CHV **PRESS RELEASE** September 29, 2003

CHINA VENTURES ANNOUNCES STRATEGIC AGREEMENT TO ACQUIRE NORTHERN EDUCATION BOOKS LTD.

Vancouver, Canada, September 29, 2003 – China Ventures Inc. (CHV: TSX Venture) today announced it has entered into an agreement, subject to approval by the Exchange, for the strategic acquisition of an 80% interest in Northern Education Books Ltd. (NEB), a Chinese producer and distributor of educational products, with potential for significant revenue and after-tax profits.

NEB's principal product is text books designed for the high school market. The Company has produced, for example, the first supplementary textbook series designed to help high school students in 28 subject areas, much like 'Coles Notes' here in North America.

In accordance with ownership requirements in China, the 80% interest in NEB will be registered in the name of three Chinese residents who will hold such interest in NEB in trust solely for the benefit of CEN Smart Networks Ltd., a joint venture company of China Ventures Inc. The purchase price for the 80% interest will be 7.2 million RMB ($1.2 million CDN) and will be paid for by the issuance of 6,000,000 common shares of China Ventures Inc. with a deemed value of $0.20 per common share. Fifty percent of the consideration will be issued at closing, with the balance issued after an audit of 2003 operating results. The purchase price is based on 3 times projected after tax profit of 3 million RMB ($500,000 CDN) and the entire purchase consideration will only be paid upon achievement of such net profit. If the net profit is less than 3 million RMB, it will be reduced by an amount equal to 3 times the difference between 3 million RMB and the actual net profit of NEB for 2003.

Ronald Shon, President of China Ventures Inc. (CVI), said "This acquisition is the second of what appears to be a series of superb acquisition candidates being presented to CVI. While it is a small acquisition, there are some significant works-in-progress for the last half of this year."

C.F. Zhou, CVI's Chairman, endorsed the acquisition, saying, "We are delighted to have concluded this transaction. It enables CVI to achieve synergistic savings and broaden our existing distribution capability by having NEB work with our existing distribution company, Today's Teachers Technology & Culture Ltd. (TTTC)."

CVI's President concluded saying, "The acquisition of NEB brings substantial benefit to our shareholders. We continue to consolidate the industry in search of opportunities complementary to our core business. Our ultimate objective is to develop into one of the leading education service companies in China."

About China Ventures Inc.

CVI is a Canadian-based company focused on providing educational solutions to various segments of the Chinese economy. The admission of China into the WTO and the granting of the 2008 Olympic Games to Beijing have created a growing demand for education, corporate training and extended learning in China which provides significant business opportunities to CVI. On August 2002, CVI acquired Today's Teachers Technology and Culture Ltd. ("TTTC") in China to expand its educational operations. TTTC is an 11-year-old educational product distribution company whose product line includes books, software, audio and video materials, and educational training tools.

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

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, Account Manager, Cavalcanti Hume Funfer Inc. (CHF)	Phone: (416) 868-1079
or	
Cathy Hume, CEO, Cavalcanti Hume Funfer Inc. (CHF)	Phone: (416) 868-1079

If you would like to receive press releases by email, please contact Brenda Orser, brenda@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.*