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 21, 2004

3. **Press Release**

A press release disclosing the material change was issued in Vancouver, British Columbia, on April 21, 2004. A copy of the press release is attached.

4. **Summary of Material Change**

China Ventures announced the completion of a private placement for proceeds of $749,000 with the issuance of 4,683,500 common shares at $0.16 per common share and 2,341,750 warrants. A portion of the private placement was brokered by Penson Financial Services Canada Inc. and First Associates Investment Inc.

5. **Full Description of Material Change**

Please refer to the attached press release.

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 2004.

(signed)
Ron Shon
President

TSX VEN: CHV **PRESS RELEASE** April 22, 2004

CHINA VENTURES INC. ANNOUNCES
COMPLETION OF PRIVATE PLACEMENT

Vancouver, Canada, April 22, 2004 – China Ventures Inc. (CHV: TSX Venture) today announced the completion of a private placement for proceeds of $749,000. The private placement resulted in the issuance of 4,683,500 common shares at $0.16 per common share and 2,341,750 warrants. The common shares are subject to a 4 month hold. Each warrant entitles the holder to acquire one common share for a period of 2 years at an exercise price of $0.20 per common share.

A portion of the private placement was brokered by Penson Financial Services Canada Inc. ("Penson Financial Services") and First Associates Investment Inc. ("First Associates"). Penson Financial Services received cash consideration in the amount of $921 in connection with their brokered portion of the private placement. First Associates received 75,000 common shares and 37,500 warrants in connection with their brokered portion of the private placement. The common shares are subject to a 4 month hold period. Each warrant entitles First Associates to acquire one common share for a period of 2 years at an exercise price of $0.20 per common share.

Ronald Shon, President, said "We are delighted with the response to our private placement. The funds raised will enable us to implement our strategy of expanding our business in China while at the same time, laying the groundwork for an eventual listing on an American Stock Exchange."

The company also announced that it has terminated its investor relation agreement with Cavalcanti Hume Funfer Inc.

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 a 12-year-old educational product distribution company whose product line includes books, software, audio and video materials, and educational training tools. On September 2003, CVI acquired Northern Education Books Ltd. (NEB) which distributes a series of supplementary textbooks, similar to "Coles Notes", for the high school market.

For Further Information please contact us at:

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If you would like to receive press releases by email, please contact Ronald Shon, admin@chinaventuresinc.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.*