

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 27, 2004

3. Press Release

A press release disclosing the material change was issued in Vancouver, British Columbia, on April 27, 2004. A copy of the press release is attached.

4. Summary of Material Change

China Ventures Inc. announced today that the company has commenced testing of a website: www.csoll.com, a new web-based education resources platform. The platform will provide a variety of products and services aimed at the kindergarten to grade 12 market in China. Initially, the platform will be tested for 6 months in 542 schools in 3 Beijing districts, a district in Tianjin City and in Hebei City, with an aggregate enrollment of 474,000 students and 20,800 teachers.

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 27th day of April 2004.

(signed) _____
Ron Shon
President



TSX VEN: CHV

PRESS RELEASE

April 27, 2004

**CHINA VENTURES INC. LAUNCHES
UNIQUE EDUCATION PLATFORM -
FIRST OF ITS KIND**

Vancouver, Canada, April 27, 2004 – China Ventures Inc. (CHV: TSX Venture), today announced that the company has commenced testing of a website: www.csoll.com, a new web-based education resources platform (“the platform”) which is the first of its kind in China. The platform will provide a variety of products and services aimed at the kindergarten to grade 12 market in China. It is a comprehensive multi-faceted, interactive system which brings together for the first time a number of key resources and organizations in the sectors of education, publishing and distribution in an effort to provide students and teachers with products and practical solutions to cope with the tremendous changes now occurring in the Chinese educational system.

Initially the platform will be tested for 6 months in 542 schools in 3 Beijing districts, a district in Tianjin City and in Hebei City, with an aggregate enrollment of 474,000 students and 20,800 teachers. The education authorities in each of these areas have signed an agreement with CVI’s subsidiary, Today’s Teachers Technology and Culture Ltd. (“TTTC”) which designates the platform as the exclusive online distributor of educational content developed by the research department of these authorities and will designate a number of schools in each area to participate in the test. The objective of the test is to gauge market acceptance of the platform and better estimate what the education sector will pay for the products and services offered by the platform.

The main functions of the platform include:

1. On-Line Training and Resource Centre – One of the most significant changes occurring in the Chinese education system is the requirement by the Ministry of Education that all textbooks must be rewritten by 2005. This has created a need to train all 10 million teachers and 240 million students to use these new textbooks. Training all these people in the traditional classroom setting requires a lot of resources and it is difficult to train them within a short period of time.

The platform will provide students and more importantly, teachers with the training required to use these new textbooks more effectively, thereby enhancing both their ability to do their current jobs and their career advancement opportunities. The training content has been developed by the research department of various provincial and municipal education commissions and is not currently available at any bookstore.

2. Forum – The platform will provide an interactive forum in which students and teachers will be able to share ideas and information.
3. On-Line Distribution of Library Books – An agreement has been signed by TTTC and ANHUI GUOXUN Education, Science and Technology Limited, (“AGE”) a government owned company that operates the China Education Equipment Website, which is the website

used by all primary and secondary schools in China to order school supplies. This agreement designates TTTC as the only company allowed to sell library books through the China Education Equipment Website. The primary customers for this service are the school libraries in each of the 700,000 schools. In addition, the platform will offer school libraries help on purchasing books, with a view to get school libraries to conform with new Ministry of Education standards.

4. On Line Distribution of Non Education Publications – An agreement has been signed with Beijing Zhongshang Xinhua Book Network Ltd. (BZXBN), an organization set up by the Chinese government to promote the interest of all Chinese publishers. The agreement designates www.csoll.com as BZXBN's exclusive online provider of information on these publications to the education sector and gives TTTC the right to act as a distributor for all such publications to the education sector.

TTTC's main revenue sources from the platform are anticipated to be:

1. Membership Fees – For a nominal annual membership, schools, teachers and students can become subscribers of www.csoll.com.
2. Download Fees – Every individual who downloads information will be charged a nominal fee. Every individual and each education commission which contributes educational content will share in the download fee.
3. Distribution Income – TTTC will be charging a mark-up of between 15% to 20% on all library reference books and other publications sold through the platform.
4. Advertising – Advertising revenue could be generated, depending upon traffic.
5. On Line Consulting – TTTC has assembled the leading experts in a number of academic subject areas. For a fee, subscribers will be able to receive advise from these individuals. Consulting fees will be shared with these experts.
6. Hosting Fee – For a fee the platform will act as a channel for other organizations wanting to have access to the education sector.

Ronald Shon, President, said “We are extremely excited about this project because it has the potential to dramatically change the nature and scale of our business. It is the culmination of almost 2 years of effort on the part of TTTC and brings together in a very innovative and unique way, the education, publishing and distribution sectors, something that has never been achieved before in China. The platform will provide access to 240 million students, 10 million teachers and 700,000 schools.

The platform is unique also because it satisfies some of the most pressing demands of the Chinese education system. It was built through the cooperation of many individuals and organizations and is one of those rare projects in which all involved will benefit and that is one of the key reasons we believe it will be successful. For example, the people using the platform will receive much needed training and information. The education commissions which supplied much of the training material will share in the profits and as a result, will promote its use as will the teachers who share in the download fees. The schools which buy library books through the platform will be able to buy the right books at prices less than retail and get free delivery. The publishing industry gains access to the entire education sector through the platform, which is something that heretofore has been very

difficult to get. Last but not least, TTTC through the platform will be able to achieve a dominant position in the distribution sector because it will be one of the few organizations which will have daily access to the entire education sector, which we will have achieved through the series of exclusive agreements we have with the government and various industry bodies mentioned previously in this press release.

This truly is a win/win situation.

We are very anxious to learn the results of our initial test. While we cannot at this point in time, predict the revenue generating capability of the platform or its market acceptance, we are cautiously optimistic that the results would be favorable. If so, we would be aggressively promoting the platform on a nationwide basis. We would keep all shareholders and interested parties apprised of the results of the test as they become available.”

About China Ventures Inc. (“CVI”)

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.

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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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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.*