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. ("CVI" or the "Company")
Suite 1118 – 925 West Georgia Street
Vancouver, British Columbia V6C 3C2

2. Date of Material Change

September 23, 2004

3. Press Release

A press release disclosing the material change was issued in Vancouver, British Columbia, on September 29, 2004. A copy of the press release is attached.

4. Summary of Material Change

China Ventures Inc. (CHV: TSX Venture) today announced that its 90% owned subsidiary CEN Smart Networks Ltd. (CEN Smart) will acquire an additional 17% interest in Today's Teachers Technology and Culture Ltd. (TTTC). Currently, CEN Smart owns a 70% interest in TTTC, giving China Ventures Inc. (CVI) an effective ownership position of 63%. The acquisition will increase CVI's ownership position to 78.3%. The acquisition of the additional 17% interest in TTTC is subject to the approval of the TSX Venture Exchange.

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 29th day of September 2004.

(signed) Ronald C. Shon
Ronald C. Shon
President

TSX VEN: CHV **PRESS RELEASE** September 29, 2004

CHINA VENTURES INC. TO ACQUIRE
ADDITIONAL 17% OF TTTC

Vancouver, Canada, September 29, 2004 – China Ventures Inc. (CHV: TSX Venture) today announced that its 90% owned subsidiary CEN Smart Networks Ltd. (CEN Smart) will acquire an additional 17% interest in Today's Teachers Technology and Culture Ltd. (TTTC). Currently, CEN Smart owns a 70% interest in TTTC, giving China Ventures Inc. (CVI) an effective ownership position of 63%. The acquisition will increase CVI's ownership position to 78.3%. The acquisition of the additional 17% interest in TTTC is subject to the approval of the TSX Venture Exchange.

The purchase price for the additional 17% interest in TTTC will be 2,580,000 RMB ($397,000 CDN) and will be paid for by the issuance of 2,000,000 common shares of CVI. In addition, TTTC will transfer to the vendors ownership of its interest in a textbook project developed for several local markets and its interest in another textbook project developed to help students and teachers use existing computer networks in schools. The approximate selling price for these two projects is 760,500 RMB ($117,000 CDN). The new issuance of common shares is less than 2% of the total number of outstanding shares on a pre-acquisition basis which is 150,902,460.

Ronald Shon, President, said, "We are very pleased to be able to acquire an additional 17% interest in TTTC. The disposition of the two textbook projects will allow TTTC to focus on the recently announced educational resources platform and in the development and distribution of educational texts which have a nationwide market, as opposed to a local one. Our focus is now on educational products in the area of psychology, kindergarten curriculum development and Information Technology all of which can be sold nationally and on the educational resources platform which has been received very favorably by the education sector based on initial test results.

We believe that TTTC's revenue and income should increase meaningfully in the next 12 to 18 months and as such, when the opportunity arose to acquire the 17% interest, we decided that it was the right thing to do. We believe that the combination of an increase in ownership position and the maturation of several projects currently being undertaken by TTTC should result in an increase in value for China Ventures shareholders."

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