

FORM 53-901F

**SECURITIES ACT
(British Columbia)**

**MATERIAL CHANGE REPORT
Under Section 85(1)(b) of the Act**

1. REPORTING ISSUERS

Sinotec Ventures Corp.
1008, 1030 West Georgia Street
Vancouver, B.C. V6E 2Y3

Telephone: (604) 688 9448
Fax: (604) 688 5590

2. DATE OF MATERIAL CHANGE

News Release dated September 16, 2002

3. PRESS RELEASE

The attached news release was disseminated in Vancouver via Canada Newswire and was filed with the TSX Venture Exchange and British Columbia Securities Commission via SEDAR.

4. SUMMARY OF MATERIAL CHANGE(S)

Sinotec Ventures Corp. Announces Agreement in Principle for Qualifying Transaction

5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release for complete details.

6. RELIANCE ON SECTION 85(2) OF THE ACT

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. SENIOR OFFICERS

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Securities Commission at the following telephone number:

Gejian Liu, President, Chief Executive Officer

(604) 688 9448

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately disclose the material change referred to herein.

DATED at Vancouver, British Columbia, this 16 day of September 2002.

“Gejian Liu”

Gejian Liu

SINOTEC VENTURES CORP.
1008 – 1030 WEST GEORGIA STREET
VANCOUVER, BC
V6E 2Y3

September 16, 2002

Trading Symbol: SOV

NEWS RELEASE

Agreement-in-Principle

Sinotec Ventures Corp. (the “Company”) announces that on September 12, 2002, it entered into an agreement in principle (the “Agreement”) with Sun Bridge Entertainment Co., Ltd. (the “Corporation”) and Mr. Gejian Liu and Mr. Frankie Chen (hereinafter individually referred to as the “Vendor” and collectively referred to as the “Vendors”). The Company will acquire from the Vendors all of the issued and outstanding shares (the “Shares”) of the Corporation, such acquisition to serve as the Company’s Qualifying Transaction under Policy 2.4 of the TSX Venture Exchange.

The Company will acquire the Shares from the Vendors in consideration of the issuance to the Vendors of 5,000,000 common shares in the capital of the Company at a deemed price of \$0.22 per share (the “Share Exchange”). 3 million shares will be issued to Gejian Liu and 2,000,000 shares will be issued to Frankie Chen.

The Target Corporation

The Corporation is a British Columbia company incorporated on September 4, 2002. Gejian Liu is resident in West Vancouver, British Columbia and is 60% shareholder and the sole director of the Corporation. Frankie Chen is a resident of Fresh Meadows, New York and is 40% shareholder of the Corporation.

The Corporation’s sole asset is an agency agreement (the “Agency Agreement”) dated September 4, 2002 which the Corporation entered into with Beijing Television Arts Center (“BTAC”). BTAC was established in 1982 and is the first specialized producer of television series in China. Over the years, BTAC has produced many popular and award-winning television series such as “Four Generation Under One Roof”, “Expectation”, “Stories in Editorial Office”, “A Native of Beijing in New York”, etc. Under the Agency Agreement, the Corporation is appointed the exclusive agent of BTAC for distribution of future programs produced or acquired by BTAC in North America. The Corporation is also assigned the North American copyright to all programs produced or acquired by BTAC. BTAC is to provide a minimum of 1,000 hours of programs per year to the Corporation. The Corporation is to pay a sum of US\$600,000 to BTAC within 60 days of the date of the Agency Agreement. There will be no further charge to the Corporation for programs provided by BTAC for the first 6 years of the term of the agreement and programs will be provided at a negotiated rate of between US\$200 to US\$400 per hour after the first 6 years.

To date, the Corporation has not engaged in any active business operation and it is expected that the Corporation will have minimal operating history at the closing of the Share Exchange transaction.

Related Party Transaction

The Share Exchange is a related party transaction as defined in the policies of the TSX Venture Exchange. Gejian Liu is the President, CEO, Director and major shareholder of the Company. He is also the President and sole Director of the Corporation and a Vendor. The transaction has been approved by the board of directors of the Company, excluding Mr. Liu.

Management

Upon closing of the Share Exchange, Frankie Chen will be appointed a director of the Company. It is expected that all existing directors of the Company will remain as directors. Upon closing of the Share Exchange, the Company will issue incentive stock options to Gejian Liu and Frankie Chen entitling them to acquire 300,000 and 500,000 common shares, respectively, of the Company at the price of \$0.22 per share for a period of five years.

Concurrent Financing

The completion of the transaction is subject to the completion of a concurrent financing by way of private placement of 2,000,000 shares of the Company at a price of \$0.22 per share. The proceeds of the financing, together with the remaining working capital of the Company at the conclusion of the Share Exchange, will be used towards developing the business of the Corporation.

Due Diligence Review

The completion of the transaction is also subject to satisfactory due diligence review by the parties. In particular, it is a condition of the completion of the transaction that the Company will have received satisfactory financial statements of Sun Bridge and confirmation of the payment of US\$600,000 to BTAC in accordance with the Agency Agreement.

Regulatory and Shareholder Approval

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and majority of the minority shareholder approval. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received

with respect to the transactions may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved of the contents of this press release.

For further information please contact:
Gejian Liu (President), at (604) 688-9448

On behalf of the Board of Directors
Gejian Liu
Richard W. Gasten
Alan E.R. Long
Kai Wang

“Gejian Liu”

President

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