



CORPORATE GOVERNANCE COMMITTEE CHAIR

TERMS OF REFERENCE

The following sets forth the terms of reference of chairperson ("Chair") of the Corporate Governance Committee (the "Committee") of the board of directors (the "Board") of Sinopec Canada and its Canadian affiliates (Sinopec Canada Energy Ltd., Sinopec Daylight Energy Ltd., SinoCanada Petroleum Corporation and 1527203 Alberta Ltd.) (collectively, "Sinopec Canada" or the "Company"):

I. INTRODUCTION

1. The Chair is appointed by and reports to the Board;
2. The Chair's primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Committee; and
3. The Chair maintains ongoing communications with the Chairman of the Board, the Chief Executive Officer ("CEO"), the President and with such other officers and employees of the Company as the Chair determines appropriate.

II. DUTIES AND RESPONSIBILITIES

1. Working with the Board, the Chair has the responsibility to:
 - a) lead the Committee in overseeing the corporate governance programs and practices of Sinopec Canada;
 - b) lead the Committee in overseeing the preparation of the Company's public disclosure relating to its corporate governance policies and procedures, and generally relating to compliance with corporate governance-related legal and regulatory requirements; and
 - c) report to the Board after each Committee meeting at the Board's next meeting.

III. MANAGING THE COMMITTEE

1. The Chair has the responsibility to:
 - a) assist the Committee in understanding its obligations to the Board;
 - b) chair Committee meetings;
 - c) act as the spokesman of the Committee in dealing with outside consultants;
 - d) ensure the proper co-ordination of the agenda, information packages and related events for Committee meetings in conjunction with the CEO and the Vice President, Legal;

- e) maintain a liaison and communication with Committee members, other directors and the Chairman of the Board to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee; and
- f) in collaboration with the CEO and the Vice President, Legal, ensure information requested by Committee members is provided and meets their needs.