



HUMAN RESOURCES & COMPENSATION COMMITTEE CHAIR

The following sets forth the terms of reference of the chairperson ("Chair") of the Human Resources and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Sinopec Canada and its Canadian affiliates (Sinopec Canada Energy Ltd. ("SCEL"), Sinopec Daylight Energy. ("SDEL"), 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 on-going communications with the Chairman of the Board and Chief Executive Officer ("CEO") and with such other officers and employees of the Corporation 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 compensation programs and practices of Sinopec Canada and the implementation of incentive compensation arrangements of Sinopec Canada; and
 - b) lead the Committee in overseeing the key human resources policies and organizational issues of Sinopec Canada.
 - 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/or the Vice President, Human Resources;
- 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/or the Vice President, Human Resources, ensure information requested by Committee members is provided and meets their needs.