

Allied Healthcare International Inc.

Nominating and Corporate Governance Committee Charter

(Revised and Restated by the Board of Directors on June 10, 2009.)

This Charter governs the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Allied Healthcare International Inc. (the “Company”), which shall have the authority, responsibility and specific powers described below.

Purposes. The Committee’s purposes are (I) (a) to identify individuals qualified to become members of the Board, (b) recommend to the Board a slate of director nominees to be elected by stockholders, (c) recommend to the Board director candidates to be elected by the Board to fill any vacancies, and (d) recommend directors for appointment to Board committees, all in accordance with the Company’s Certificate of Incorporation, By-laws, applicable laws, rules or regulations of the Securities and Exchange Commission and other governmental authorities, applicable rules of The Nasdaq Stock Market, LLC (“Nasdaq”) and/or any other stock exchange where the Company’s securities are from time to time listed (collectively, “Applicable Requirements”), (II) review and recommend changes to the corporate governance documents of the Company, and (III) oversee the annual evaluation of the Board and the committees thereof and conduct the annual performance evaluation of the Chairman of the Board of Directors.

Duties and Responsibilities. The duties and responsibilities of the Committee shall include the following, in addition to any others that may be assigned by the Board from time to time:

Board Nominees and Committee Membership

- Develop and recommend to the Board criteria to identify and evaluate prospective candidates for nomination to the Board.
- Identify and review the qualifications of potential nominees for the Board, including incumbent directors and candidates recommended by stockholders.
- Recommend to the Board a slate of director nominees with respect to each class of directors to be elected by stockholders.
- As vacancies or new positions on the Board arise, actively seek individuals qualified to become Board members for recommendation to the Board.
- Evaluate the appropriateness of the size of the Board relative to its various responsibilities and recommend to the Board any increase or decrease with respect thereto.
- Evaluate the composition of the Board and recommend to the Board any changes to such composition so as to best reflect the objectives of the Company and the Board.

- Evaluate the composition of the various committees of the Board and recommend to the Board any changes to such composition so as best to reflect the objectives of the Company and the Board.
- In consultation with the Chairman of the Board, recommend to the Board the directors and chairman to be appointed to each committee.

Corporate Governance

- Review at least annually, and recommend to the Board amendments, if any, relating to corporate governance to, the Company's Certificate of Incorporation, By-laws, committee charters, Codes of Conduct, Role Statements, Disclosure Policy, and Policy on Trading in Company Securities.
- Recommend to the Board the adoption of any new or supplemental committee charters, Codes of Conduct, Role Statements or corporate governance policies and amendments thereto.
- Review and recommend to the Board changes, if any, to the Company's indemnification policies and insurance coverage for directors and officers.
- Consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
- Conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.

Board Evaluation

- Recommend to the Board an annual performance evaluation process for the Board and its committees (including this Committee) and oversee the same.
- Evaluate at least annually the performance of the Chairman of the Board of Directors of the Company.

Other

- Review this Charter from time to time for adequacy and compliance with Applicable Requirements, and recommend any changes to the Board.

Criteria for Selecting New Directors. The Committee, in recommending the selection of nominees for director shall do so based on such nominee's business experience and skills (including business experience and skills in core areas such as operations, management, technology, healthcare industry knowledge, accounting and finance, leadership, strategic planning and international markets), leadership ability, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests

and such other considerations as the Committee shall deem appropriate. In addition, the Committee shall consider all Applicable Requirements with regard thereto, including when appropriate those applicable to membership on the Committee. The Committee shall establish, and, to the extent required by Applicable Requirements, the Company shall publish in the Company's proxy statement or elsewhere as required, specific, minimum qualifications that must be met by any nominee to be selected or recommended by the Committee and the specific qualities or skills that the Committee may determine from time to time to be necessary for one or more of the Company's directors to possess.

Committee Member Qualifications. The members of the Committee shall satisfy any Applicable Requirements, including the "independence" requirements of Nasdaq from time to time in effect and applicable to the Company. Committee members shall be appointed and may be removed at any time by the Board. A member of the Committee shall be selected by the Board to serve as the Committee's chairperson. The Committee may delegate its authority to a subcommittee comprised solely of its members.

Committee Size, Meetings and Reporting. The Committee shall be comprised of at least three members and conduct at least four meetings per year, or more if deemed appropriate by its chairperson or a majority of its members. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee shall report to the Board on its activities. The Chairperson and members of the Committee shall receive such compensation for their service on the Committee as the Board may determine from time to time.

Advisors. The Committee shall have the authority to retain and terminate at the Company's expense any search firm, counsel or other advisors it deems appropriate in connection with the identification and evaluation of director candidates or in connection with the Committee's other responsibilities hereunder.

Public Availability of Charter. This Charter shall be posted on the Company's website and shall otherwise be made publicly available in accordance with Applicable Requirements.