

ALLIED HEALTHCARE INTERNATIONAL INC.
STRATEGIC INVESTMENT COMMITTEE
CHARTER

1. Committee Composition. The Strategic Investment Committee (the "Committee") of Allied Healthcare International Inc. (the "Company") shall be composed of not less than three (3) members, the majority of whom shall qualify as independent directors in accordance with the applicable rules of the Securities and Exchange Commission, the NASDAQ Global Market and/or any other stock exchange where the Company's securities are from time to time listed. The Board of Directors of the Company (the "Board") shall appoint the members of the Committee and its Chairperson(s). The Board may at any time remove one or more directors as members of the Committee. The Chairperson(s) and members of the Committee shall receive such compensation for their service on the Committee as the Board may determine from time to time.
2. Purposes. The purposes of the Committee shall be to assist the Board in fulfilling its responsibilities to oversee the strategic investment management of the Company, to focus the attention of the Board on long-range investment objectives for the Company, and to review and assess strategies to implement such long-range investment objectives, as such duties and responsibilities are more specifically set forth below.
3. Duties and Responsibilities. To carry out its purposes, the Committee shall have the following duties, responsibilities and authority:
 - (a) To review and recommend to the Board the strategic investment process, long-range objectives and strategic investments for the Company;
 - (b) To meet with the Chairman of the Board, the Chief Executive Officer and other members of senior management on at least an annual basis and review management's strategic investment process and the long-range financial and strategic plan of the company taking into consideration the Company's position within its industry, the general marketplace and such other factors the Committee may deem appropriate;
 - (c) To review and advise the Board regarding strategic investment issues, including acquisitions, mergers, divestitures, financings, capital structure and dividend policy;
 - (d) To recommend to the Board the retention and termination of advisors to the Committee, including such advisor's fees and other retentions terms;
 - (e) To delegate duties to subcommittees as the Committee deems necessary and appropriate; and
 - (f) To report its activities to the Board on at least a quarterly basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary and appropriate.

4. Meetings and Procedures. 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 meet at least four times per year and more frequently as the Committee deems necessary or desirable.

5. Resources. The Company shall provide the Committee appropriate funding, as determined by the Committee, for payment of compensation to any advisor retained by the Committee.

6. Charter Review. The Committee shall review this Charter at least annually and recommend any changes to the Board.

Adopted by the Board of Directors on ____ __, 2009