

One Vision. Many Facets.

2016 Annual Report



CATHAY GENERAL
BANCORP



Corporate Profile

In 1962, Cathay Bank opened for business with the mission of providing financial services to the growing but underserved Chinese-American community in the greater Los Angeles area, thus becoming the first Chinese-American bank in Southern California. Recognizing that the community it served was part of a more diverse one, Cathay Bank adopted the motto “An Open Door for All.” Its rapid expansion was fueled by successive waves of immigration, burgeoning trade between America and Asia, and the economic development of the surrounding community.

Today, Cathay Bank is a subsidiary of Cathay General Bancorp (NASDAQ: CATY), a publicly held bank holding company with over \$14.5 billion in assets as of December 31, 2016. Its service network extends from California and Washington on the West Coast and Nevada, Texas, and Illinois, and New York, New Jersey, Maryland, and Massachusetts on the Eastern Seaboard. Overseas, it has a presence in the three important commercial centers in Greater China—Hong Kong, Shanghai, and Taipei.

Cathay Bank, with years of history and experience, is committed to providing a broad spectrum of personal and commercial financial services.

One Vision. Many Facets.

Stability. Customer satisfaction. Leaving a legacy in our community. At Cathay Bank, we stand behind these words. Because we built our business on these principles—and it shows in our customer interactions, from retail banking to commercial lending. For more than 50 years, Cathay has established itself as the financial institution of choice for commercial customers and individuals and families seeking to build businesses, secure their personal wealth, and entrust their day-to-day banking needs. Our story has many facets, but one uniting theme is that we care. About our customers, our employees, our communities, and our investors. We invite you to read further—and discover what makes Cathay so unique.

One Vision. Many Kinds of Customers.

As a growing regional bank, Cathay offers a wide range of financial services, from retail banking to commercial lending and real estate financing, foreign exchange, international trade, and wealth management. Each customer we serve has unique needs, whether buying a home, starting or growing a business, or managing their day-to-day finances and cash management. What sets us apart, however, is that with all of our capabilities, we are able to offer not just products and services, but solutions. Only in this way can we help our customers realize their business and personal goals—and truly prosper.

In retail banking Cathay has 58 branches in 45 cities across the United States. Our focus on customer solutions means we don't have thousands of branches or think that bigger is better. Cathay invests in the technologies that give our customers access to banking convenience anytime, anywhere. And when our customers are greeted by name at their local branch, it's a singularly human experience—and it builds confidence in trusting us with their banking needs.

Cathay also has a rich portfolio of real estate and commercial lending solutions, and nothing makes us prouder than helping families finance their new home or working with new faces and

old friends to help them bring to life their vision of building and growing a business. This is particularly true when it comes to serving immigrant communities in the U.S., particularly immigrants from China and Asia—the original mission of Cathay Bank when we began more than 50 years ago.

Cathay bankers provide unique insight into the U.S. financial system and banking practices for first-generation immigrants. And as our customers' families grow and businesses pass from one generation to the next, Cathay is proud to remain a trusted financial resource. Our unparalleled experience in supporting U.S. businesses with financing, international trade, and foreign exchange makes us uniquely qualified to be the first choice of our large commercial customers as well.

We take pride in helping all of our customers—with their individual needs—succeed. And it's not just because that makes us successful as a bank. We genuinely care about each customer. It shows in each interaction, every innovative solution we build together, and every smile and handshake we share. It's the way we would like to be treated as a customer at any place of business. And it's the way customers feel about Cathay Bank.





95%

Customer satisfaction
2016 Voice of the Customer

Personal

Checking & Savings
Credit & Debit Cards
Foreign Exchange
Home Equity Financing
Mortgage Loans
Online & Mobile Banking
Wealth Management

Our Services

Business

Business Online
& Mobile Banking
Business Credit Cards
Cash Management
Checking & Savings
Commercial Lending
Community Loan Program
Foreign Exchange
International Banking
& Financing
SBA Guaranteed
Loan Programs
Real Estate &
Construction Financing

One Vision. Many Committed Employees.

The primary reason why Cathay Bank is able to deliver innovative solutions to our customers is our employees. What sets us apart is that our employees genuinely care that our customers are completely satisfied each time they interact with Cathay. This is not by accident. We have fostered a culture where diversity, training, resources, and a commitment to our customers have made Cathay a fulfilling destination for banking professionals at all levels.

Since its inception Cathay Bank has fostered a culture of respect, mindfulness, and transparency. And these qualities—the ones we look for in each of our employees—are even more important given today's rich diversity and teeming global culture. Another key component of our culture is training.

We help our employees understand more than just their areas of expertise, because when you are committed to providing customers with complete solutions, we know it's our employees who bring those solutions to life.

Motivated employees aren't just good for business; they're good for our customers and they're good for the communities in which they live. Cathay Bank is committed to developing our employees to their potential. We continuously strive to provide career enhancement, a competitive benefits package, and to endure as a satisfying, rewarding place to work. That's why the hallmark of a Cathay Bank employee is a ready smile and exceptional customer service.





1,129

Total employees in
nine states and overseas

33%

Employees with
10+ years of service

Employee Development

- Emerging Leadership Program
- Officer Trainee Program
- Banker Excellence Workshops

One Vision. Many Communities.

When we think of community at Cathay Bank, it's a combination of many — where we do business, where we live, the businesses and institutions that we depend on, and the businesses that depend on us. And while we may serve each of these communities in different ways to suit their needs, the key is that we do serve. And we do so with commitment, humility, and excitement.

As a respected regional bank, Cathay has an unparalleled opportunity to deeply identify with the communities in which we do business. We know who we serve and where they come from. We have the technical expertise to provide small businesses and microenterprises with financial education in collaboration with community-based organizations. We know what it takes to build a successful business. It's not about the numbers; it's about people, knowledge, and understanding.

It's also about giving back to our communities, to blend in and become part of the local fabric. In 2002 we established the Cathay Bank Foundation to raise and administer funds for the benefit of community-based nonprofit organizations. As much as we are generous with our philanthropy, our employees are generous with their time and expertise. They are just as likely to engage with a civic organization such as Chinatown Service Center serving Southern California as they are to educate diverse groups in financial literacy through Operation Hope. It's easy to get caught up in today's 24/7 connected world and forget that the human touch is the most important of all. We have held that belief every year we've been in business, and it's central to the Cathay Bank culture.





2,200

Hours of
community service

40th

Annual Charity Golf
Tournament raised \$115,000
for nine local nonprofits

6,450⁺

Community members served:

- Financial Literacy for Seniors, Adults, and Students
- Financial Technical Assistance for Small Businesses
- Job/Career Fair

One Vision. Many Guiding Principles.

When we characterize Cathay as conservative, we believe that's a very good thing. So do our depositors. Our borrowers. And our investors, who continue to place their confidence in us. We strive to make sound, prudent decisions on where to invest, how to grow the business, and when to undertake new ventures. Our profitability—including record profits for three consecutive years—proves that this strategy works in an ever-changing environment.

Commitment is a guiding principle we embrace: to our customers, employees, stockholders, and communities. Through our long-term commitment to employ strategic business initiatives, Cathay has been able to deliver results to our stockholders, and meet the financial needs of our diversified customer base with exceptional service.

Strategic, effective leadership and prudent risk management are core to our success. Our Board of Directors provides many years of business experience in management oversight and implementation of key strategic initiatives. Combined with Cathay's wide product portfolio and the delivery of effective customer solutions, we work tirelessly to achieve a win-win situation for both the customer and the bank—and, by extension, our investors. Taken together these principles have helped us build a financial institution that is stable, respected, and trustworthy.





\$175
million

Record net income



Most Admired Corporate Dealmakers Awards
Winner for Asia Bancshares Inc. acquisition

Dear Fellow Stockholders

We are pleased to report that Cathay General Bancorp generated strong financial performance in 2016. For the third consecutive year, our company achieved a record net income of \$175 million, an increase of nine percent from \$161 million in 2015. Diluted earnings per share grew 10.6% to \$2.19 per share. Total loan growth increased by 10.2% to \$11.2 billion across lending platforms—commercial mortgage and real estate construction loans and residential mortgages. In step with loan growth, our total deposits grew by eleven percent to \$11.7 billion. Total assets for the year increased \$1.3 billion to \$14.5 billion at December 31, 2016.

Our capital ratios remain strong and positioned for growth. At December 31, 2016, our common equity Tier 1 capital ratio of 12.84%, Tier 1 risk-based capital ratio of 13.85%, total risk-based capital ratio of 14.97%, and Tier 1 leverage capital ratio of 11.57%, calculated under the Basel III capital rules, continue to place the Company in the “well capitalized” category for regulatory purposes. We also increased our dividend to \$0.21 per share in the fourth quarter, the fifth increase in three years.

The past year was also a year of transition in leadership. After being at the helm as Chairman of the Board, Chief Executive Officer, and President for over 30 years, it was time for the changing of the guards. As of October 1, 2016, the Board of Directors elected me as Executive Chairman of the Company and the Bank and appointed Pin Tai as the new CEO of the same. While this is a meaningful change and part of our succession plan, we remain consistent and united in our vision and mission for the Company. Together we continue our strategic path for consistent growth with the announcement of our transaction to acquire SinoPac Bancorp, the parent company of Far East National Bank. The joinder of Far East National Bank will strengthen our presence in California and create a footprint in Beijing with a representative office. In line with our expansion efforts, in July, we established a full-service branch in Rancho Cucamonga, California, further developing our market visibility in the San Bernardino area. Our smooth transition is further evidenced by our strong progress and performance on all fronts.

Within our strategic framework, we focus on three areas for sustainable growth. First, our commitment to our stockholders by seeking to create value in everything we do, both in the short-term as well as long-term for which you as our investors place your confidence. Second, our focus on delivering extraordinary customer service in product offerings and customer relationships. Third, the development of leadership at every level of our Company.

“An Open Door for All” is our hallmark as we celebrate 55 years in 2017. For over five decades we are proud to come alongside and grow with our communities, serving their banking needs as they begin their journey and plant roots for a better future in the United States. This is our building block and fundamental to our success. We will never lose sight of this creed as we become a regional bank, capturing cross-border opportunities and other expansion efforts into the greater population both here in the U.S. and in Greater China.

Our branch network will continue to expand as we look for strategically positioned locations, focusing on fewer but higher-visibility and profitable locations while our delivery of customer service is and will remain exceptional. Our branch employees will be able to assist a customer across a multitude of products and services—the universal teller. Our commitment to servicing our customers’ lending needs will exceed expectations as we are relationship driven. We will continually strive to achieve operational excellence and higher efficiencies at all levels. These factors combined garnered our Bank to be in the top 20 of Forbes’ Best Banks in America for the second consecutive year.

Our success is attributable to our employees’ hard work and dedication. We are grateful for their service, the pride they take in their work, and for being part of the Cathay family. Their devotion will continue to make this a great Company to work for.

As announced earlier this year, it is with mixed emotions but with tremendous gratitude that we embrace the upcoming retirement of our dear friend and esteemed colleague, Patrick S.D. Lee in May 2017. Mr. Lee has been an outstanding member of the Board of Directors and his level of commitment and unparalleled service to our Company for over 34 years is an inspiration to all.

He has served as a Director of Cathay Bank since 1983, a Director of Cathay General Bancorp since inception in 1990, and has been the lead independent director since 2011. His leadership at the Board will certainly be missed but we wish him all the best. After retirement, Mr. Lee plans to spend time with his family and friends and travel the world.

Looking ahead, as the world's political and economic landscape become increasingly volatile, our commitment to you, our stockholders, is consistent and stable growth. We have the ambition and the drive to lead the Company into the next chapter. Our business sectors are performing well, giving us strength and depth to capitalize on the momentum and opportunities that are before us to increase stockholder value as we capture greater market share while remaining competitive.

Thank you for placing your trust and confidence in us. We appreciate your support and look forward to commemorating our emerald anniversary by celebrating this important milestone with you.



Dunson K. Cheng
Executive Chairman of the Board

Pin Tai
CEO and President

Dunson K. Cheng Assumes Role of Executive Chairman

On September 30, 2016, Dunson K. Cheng retired as Chief Executive Officer and President of Cathay General Bancorp and as Chief Executive Officer of Cathay Bank, positions which he had held for nearly 30 years. As of October 1, 2016, the Board of Directors appointed Mr. Cheng as Executive Chairman of the Bancorp and the Bank.

In 1984, when Mr. Cheng first joined the executive management team, Cathay Bank was a very different company. Under his leadership, the Company has undergone significant growth and expansion, surpassing numerous milestones. Cathay Bank was reorganized in 1990 to what is now our Company—Cathay General Bancorp, a publicly traded company on NASDAQ Global Select Market with a market capitalization of \$3.1 billion. Total asset size has more than quadrupled, from approximately \$331 million to over \$14 billion. During his tenure, he led nine successful mergers and acquisitions substantiating our geographic presence. From three modest branches in Southern California, we have expanded to 58 branches in nine states with locations in ten of the top twelve cities with the largest Asian American population. In addition, we have one branch in Hong Kong, and an overseas representative office in Shanghai and in Taipei.

We are 55 years strong and our strength is attributable to his leadership. As one of the largest regional banks headquartered in California focusing on cross-border opportunities between the U.S. and Greater China, Mr. Cheng has established a legacy from which we continue to expand.

I am honored to serve as the new CEO and look forward to leading the Company. It is a privilege to work alongside Dunson Cheng, our Executive Chairman, whose vision and dedication to the organization and commitment to sustainable growth are instrumental to solidifying Cathay in the marketplace. Our ability to extend and increase our market share is a direct product of his excellence in leadership and management. The success and stability of Cathay Bank is Dunson's legacy.

Pin Tai, CEO and President

致 股東

我們欣然向閣下報告，2016年為國泰萬通金控財政豐收的一年。公司錄得一億七千五百萬元淨盈利，較2015年的一億六千一百萬元增長9%，連續三年創出新高。稀釋後每股盈餘增長10.6%至每股\$2.19。貸款業務的總貸款額，包括商業貸款、房地產及建築貸款，和房屋貸款，上升10.2%至一百一十二億元。隨着貸款增長的步伐，總存款額增長11%至一百一十七億元。總資產額於年內增加十三億元，在2016年12月31日達至一百四十五億元。

我們的資本比率繼續表現強勁，為未來增長奠定基礎。截至2016年12月31日，在巴塞爾資本協定III的計算方法下，我們的普通股第一類資本比率為12.84%，第一類風險基礎資本比率為13.85%，總風險基礎資本比率為14.97%，第一類槓桿資本比率為11.57%，依照監管要求，公司繼續被評為「資本穩健」。同時，我們於第四季提高股息至每股\$0.21，是三年內的第五次提升。

過去一年也是公司領導層過渡的一年。在擔任董事長暨總裁兼首席執行長超過三十年後，是薪火相傳的時候了。2016年10月1日，本人獲董事會推選為公司及銀行執行主席，戴斌被委任為新首席執行長。在平穩推進這項義意重大的交接計劃時，公司保持一貫的願景和使命。我們繼續執行一致性的成長策略，宣佈收購遠東國民銀行的母公司SinoPac Bancorp的交易。收購遠東國民銀行不但加強我們在加州的版圖，並為我們增加北京代表處。因應擴張行動，我們在七月於加州蘭丘庫卡蒙加開設全方位服務的分行，提高我們於聖伯納迪諾地區的市場能見度。我們在各方面的強勁發展及業績證明過渡工作是順利進行的。

為確保可持續成長，我們的策略架構聚焦於三個領域：第一、為增強股東對我們的信心，我們對每項大小決策作決定時，均會確保能為公司在長遠及短期內創造價值；第二、我們以推出產品及建立客戶關係，專注實現優質顧客服務；第三、我們會在公司各階層培養領導人才。

2017年是我們的五十五周年誌慶，「為所有顧客敞開大門」一直是我們的宗旨。過去五十多年，我們十分榮幸能與社區共同成長，當客人在美國展開新一頁及開創更好生活之時提供他們所需的金融服務。這是我們成功的基石；在我們擴展成區域銀行，於美國及大中華地區尋找跨境及其他擴展機會之際，決不會忘記此信念。

我們會策略性地尋找能見度高及具獲利能力的地區開設少量分行，繼續拓展分行網絡，同時不忘維持卓越的客戶服務。我們分行員工都能協助客人全面了解各類產品及服務，成為全能的銀行櫃員。更由於我們重視與客人的關係，我們致力提供超乎預期的貸款服務。我們更會致力在各層面達成卓越的營運成績與高超效率。正因如此，我們連續第二年名列富比士雜誌美國最佳銀行排行榜前20名。

我們的成功歸功於員工的辛勤和貢獻。我們感謝各位的努力、對這份工作的自豪感，以及作為國泰大家庭的一份子。各位的投入使這間出色的企業得以運作。

一如今年稍早的公佈，我們以百感交集，但心懷感恩的心情，在2017年5月迎來我們的摯友及同事李樹滋的榮退。李先生一直以來是位傑出的董事會成員，他的高度投入及長達三十四年的效勞，是我們所有人的模範。他於1983年成為國泰銀行董事，並在國泰萬通金控1990年成立時成為其董事，自2011年起為首席獨立董事。我們將懷念他在董事會的領導風采，同時也衷心祝福他一切順利。退休後，李先生計劃與他的家人和朋友共享相聚時光及環遊世界。

展望未來，即使國際政治和經濟形勢變幻莫測，我們對您和股東們貫徹穩健成長的承諾。我們殷切期望帶領公司邁向新的一章。我們出色的業務部門，使我們有實力把握眼前的形勢和機會，擴大市場佔有率及保持競爭力，為股東增加價值。

感謝您的支持和信任，在到達翡翠週年此重大里程碑之時，我們期待與您同慶。



鄭家發
董事會執行主席

戴斌
首席執行長兼總裁

鄭家發就任執行主席

2016年9月30日，鄭家發先生從其擔任了近三十年的國泰萬通金控公司總裁兼執行長兼國泰銀行執行長之職位上榮休。同年10月1日，董事會委任鄭先生為金控公司及銀行的執行主席。

鄭先生於1984年加入國泰銀行管理層；當時的國泰銀行與現時大為不同。在鄭先生的領導下，國泰銀行業績持續顯著增長、屢攀高峰。1990年，國泰銀行重組成如今於那斯達克全球精選市場上市，且市值達三十一億元的國泰萬通金控公司。時至今日，我們的總資產已從三億三千一百萬增至超過一百四十億元。在其任期中，鄭先生更帶領公司完成九次成功併購，擴展了我們的版圖。我們從最初在南加州擁有三家分行，發展到目前在九個州設有五十八家分行，且分行網絡涵蓋了全美亞裔人口最多之十二個城市中的十個。同時，我們在香港也設有一家分行，還分別在上海和台北設有海外代表處。

我們五十五年來的強盛與成功要歸功於鄭先生的領導。作為總部設在加州、專注發展美國及大中華地區跨境商機的最大的地區性銀行之一，鄭先生為我們奠定了重要的擴展基礎，讓我們在將來繼續向前邁進。

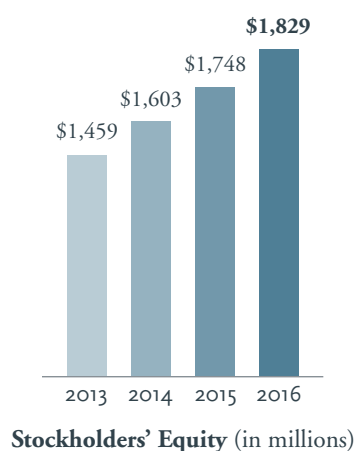
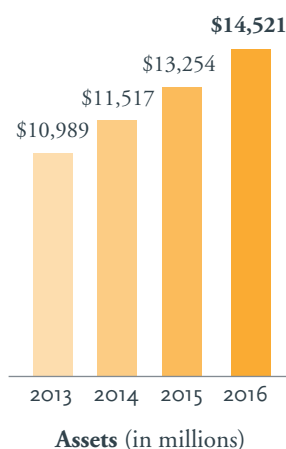
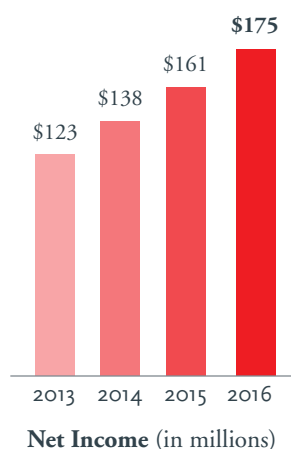
我很榮幸擔任新的首席執行長一職，並期待帶領公司向前邁進。能與執行主席鄭家發先生共事難能可貴。他的遠見、投入，以及對持續增長的努力不懈，強化了公司的市場地位。正因為有他的卓越領導及管理，我們具備了擴展及增加市場佔有率之實力。國泰銀行今天的成功與穩健，當歸功於鄭先生。

戴斌，首席執行長兼總裁

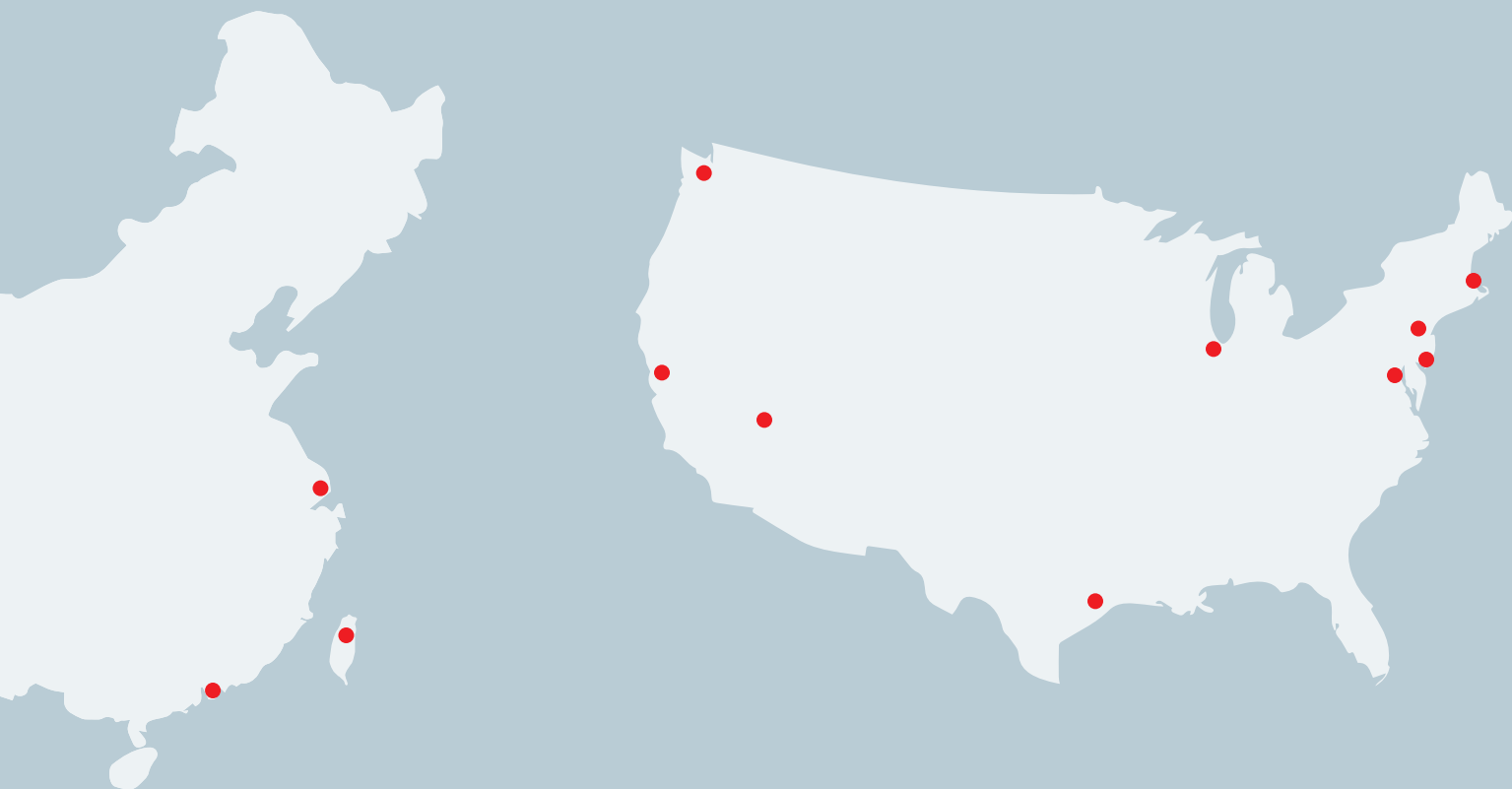
Financial Highlights

(Dollars in thousands, except per share data)

	2016	2015	Increase/(Decrease)	
			Amount	Percentage
For the Year				
Net income	\$ 175,099	\$ 161,109	\$ 13,990	8.7%
Net income per common share	2.19	1.98	0.21	10.6%
Cash dividends paid per common share	0.75	0.56	0.19	33.9%
At Year-End				
Investment securities	\$ 1,314,345	\$ 1,586,352	\$ (272,007)	(17.1)%
Loans, net	11,077,315	10,016,227	1,061,088	10.6%
Assets	14,520,769	13,254,126	1,266,643	9.6%
Deposits	11,674,726	10,509,087	1,165,639	11.1%
Stockholders' equity	1,828,539	1,747,778	80,761	4.6%
Book value per common share	22.80	21.46	1.34	6.2%
Profitability Ratios				
Return on average assets	1.31%	1.34%		
Return on average stockholders' equity	9.88%	9.52%		
Capital Ratios				
Common equity Tier 1 capital	12.84%	12.95%		
Tier 1 capital ratio	13.85%	14.03%		
Total capital ratio	14.97%	15.30%		
Leverage ratio	11.57%	11.95%		



Serving More Customers in More Places



Overseas

Hong Kong
Shanghai
Taipei

United States

California

Alhambra
Arcadia
Artesia
City of Industry
Cupertino
Diamond Bar
Dublin
El Monte
Fountain Valley

Irvine
Los Angeles
Millbrae
Milpitas
Monterey Park
Northridge
Oakland
Ontario
Orange
Rancho Cucamonga
Richmond
Rowland Heights
Sacramento
San Diego
San Francisco
San Gabriel
San Jose

Torrance
Union City
West Covina
Westminister

New York

Brooklyn
Elmhurst
Flushing
New York City

Illinois

Chicago
Westmont

Washington

Bellevue
Kent
Seattle

Texas

Houston
Plano

Maryland

Rockville

Massachusetts

Boston

Nevada

Las Vegas

New Jersey

Edison

Corporate Information



Standing, left to right: Felix S. Fernandez, Nelson Chung, Thomas C.T. Chiu, Michael M.Y. Chang, Jane Jelenko, Kelly L. Chan, Ting Y. Liu. Seated, left to right: Peter Wu, Patrick S.D. Lee, Anthony M. Tang, Dunson K. Cheng, Joseph C.H. Poon

Board of Directors

Dunson K. Cheng

Executive Chairman of the Board of Cathay General Bancorp and Cathay Bank

Peter Wu

Vice Chairman of the Board of Cathay General Bancorp and Cathay Bank

Anthony M. Tang

Vice Chairman of the Board of Cathay General Bancorp and Cathay Bank

Michael M.Y. Chang

Retired Attorney and former Secretary of Cathay General Bancorp and Cathay Bank

Kelly L. Chan

Certified Public Accountant

Thomas C.T. Chiu

Medical Doctor

Nelson Chung

President of Pacific Communities Builder, Inc.

Felix S. Fernandez

Retired Banker

Jane Jelenko

Retired Financial Services Partner of KPMG LLP

Patrick S.D. Lee

Retired Real Estate Developer

Ting Y. Liu

Retired Investor

Joseph C.H. Poon

President of Edward Properties, LLC

Cathay General Bancorp

Dunson K. Cheng

Executive Chairman of the Board

Peter Wu

Vice Chairman of the Board

Anthony M. Tang

Vice Chairman of the Board

Pin Tai

Chief Executive Officer and President

Heng W. Chen

Executive Vice President, Chief Financial Officer, and Treasurer

Lisa L. Kim

Senior Vice President, General Counsel, and Secretary

Cathay Bank

Executive Officers

Dunson K. Cheng

Executive Chairman of the Board

Pin Tai

Chief Executive Officer, President, and Director of Cathay Bank

Irwin Wong

Senior Executive Vice President and Chief Operating Officer

Heng W. Chen

Executive Vice President and Chief Financial Officer

Donald S. Chow

Executive Vice President and Chief Credit Officer

Kim R. Bingham

Executive Vice President and Chief Risk Officer

Other Executive

Vice Presidents

Eddie Chang

Executive Vice President and Manager, Corporate Commercial Real Estate and Construction Lending

Shu-Yuan Lai

Executive Vice President and Chief Lending Officer

Chang Liu

Executive Vice President and Chief Lending Officer

Allen Peng

Executive Vice President and Chief Retail Administrator

Veronica Tsang

Executive Vice President and Chief Retail Administrator

Kelly Wu

Executive Vice President, Corporate Banking Division

Form 10-K

2016 Annual Report



CATHAY GENERAL
BANCORP



UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-31830

Cathay General Bancorp

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

95-4274680

(I.R.S. Employer Identification No.)

777 North Broadway,
Los Angeles, California

(Address of principal executive offices)

90012

(Zip Code)

Registrant's telephone number, including area code: (213) 625-4700

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, \$.01 par value

Warrants to purchase shares of Common Stock (expiring December 5, 2018)

Name of each exchange on which registered

NASDAQ Global Select Market

NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the price at which the common equity was last sold as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2016) was \$2,070,323,558. This value is estimated solely for the purposes of this cover page. The market value of shares held by registrant's directors, executive officers, and Employee Stock Ownership Plan have been excluded because they may be considered to be affiliates of the registrant.

As of February 15, 2017, there were 79,620,817 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

- Portions of Registrant's definitive proxy statement relating to Registrant's 2017 Annual Meeting of Stockholders which will be filed within 120 days of the fiscal year ended December 31, 2016, are incorporated by reference into Part III.

CATHAY GENERAL BANCORP
2016 ANNUAL REPORT ON FORM 10-K
TABLE OF CONTENTS

PART I	3
Item 1.	Business.	3
Item 1A.	Risk Factors.	22
Item 1B.	Unresolved Staff Comments.	36
Item 2.	Properties.	36
Item 3.	Legal Proceedings.	37
Item 4.	Mine Safety Disclosures.	37
Executive Officers of the Registrant.	37
PART II	38
Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.	38
Item 6.	Selected Financial Data.	41
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations.	43
Item 7A.	Quantitative and Qualitative Disclosures about Market Risk.	77
Item 8.	Financial Statements and Supplementary Data.	81
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.	81
Item 9A.	Controls and Procedures.	81
Item 9B.	Other Information.	84
PART III	84
Item 10.	Directors, Executive Officers and Corporate Governance.	84
Item 11.	Executive Compensation.	84
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.	84
Item 13.	Certain Relationships and Related Transactions, and Director Independence.	85
Item 14.	Principal Accounting Fees and Services.	85
PART IV	85
Item 15.	Exhibits, Financial Statement Schedules.	85
SIGNATURES	90

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Forward-Looking Statements

In this Annual Report on Form 10-K, the term “Bancorp” refers to Cathay General Bancorp and the term “Bank” refers to Cathay Bank. The terms “Company,” “we,” “us,” and “our” refer to Bancorp and the Bank collectively. The statements in this report include forward-looking statements within the meaning of the applicable provisions of the Private Securities Litigation Reform Act of 1995 regarding management’s beliefs, projections, and assumptions concerning future results and events. We intend such forward-looking statements to be covered by the safe harbor provision for forward-looking statements in these provisions. All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including statements about anticipated future operating and financial performance, financial position and liquidity, growth opportunities and growth rates, growth plans, acquisition and divestiture opportunities, business prospects, strategic alternatives, business strategies, financial expectations, regulatory and competitive outlook, investment and expenditure plans, financing needs and availability, and other similar forecasts and statements of expectation and statements of assumptions underlying any of the foregoing. Words such as “aims,” “anticipates,” “believes,” “can,” “could,” “estimates,” “expects,” “hopes,” “intends,” “may,” “plans,” “projects,” “seeks,” “shall,” “should,” “will,” “predicts,” “potential,” “continue,” “possible,” “optimistic,” and variations of these words and similar expressions are intended to identify these forward-looking statements. Forward-looking statements by us are based on estimates, beliefs, projections, and assumptions of management and are not guarantees of future performance. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. Such risks and uncertainties and other factors include, but are not limited to, adverse developments or conditions related to or arising from:

- *U.S. and international business and economic conditions;*
- *possible additional provisions for loan losses and charge-offs;*
- *credit risks of lending activities and deterioration in asset or credit quality;*
- *extensive laws and regulations and supervision that we are subject to, including potential supervisory action by bank supervisory authorities;*
- *increased costs of compliance and other risks associated with changes in regulation, including the implementation of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”);*
- *higher capital requirements from the implementation of the Basel III capital standards;*
- *compliance with the Bank Secrecy Act and other money laundering statutes and regulations;*
- *potential goodwill impairment;*
- *liquidity risk;*
- *fluctuations in interest rates;*
- *risks associated with acquisitions and the expansion of our business into new markets;*
- *inflation and deflation;*
- *real estate market conditions and the value of real estate collateral;*
- *environmental liabilities;*
- *our ability to compete with larger competitors;*
- *our ability to retain key personnel;*
- *successful management of reputational risk;*
- *natural disasters and geopolitical events;*
- *general economic or business conditions in Asia, and other regions where the Bank has operations;*
- *failures, interruptions, or security breaches of our information systems;*
- *our ability to adapt our systems to technological changes;*

- *risk management processes and strategies;*
- *adverse results in legal proceedings;*
- *the impact of regulatory enforcement actions, if any;*
- *certain provisions in our charter and bylaws that may affect acquisition of the Company;*
- *changes in accounting standards or tax laws and regulations;*
- *market disruption and volatility;*
- *fluctuations in the Bancorp's stock price;*
- *restrictions on dividends and other distributions by laws and regulations and by our regulators and our capital structure;*
- *issuances of preferred stock;*
- *capital level requirements and successfully raising additional capital, if needed, and the resulting dilution of interests of holders of our common stock; and*
- *the soundness of other financial institutions.*

These and other factors are further described in this Annual Report on Form 10-K (at Item 1A in particular), the Company's other reports filed with the Securities and Exchange Commission (the "SEC") and other filings the Company makes with the SEC from time to time. Actual results in any future period may also vary from the past results discussed in this report. Given these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements, which speak to the date of this report. We have no intention and undertake no obligation to update any forward-looking statement or to publicly announce any revision of any forward-looking statement to reflect future developments or events, except as required by law.

PART I

Item 1. Business.

Business of Bancorp

Overview

Cathay General Bancorp (the “Bancorp” on a parent-only basis, and the “Company,” “we” or “our” on a consolidated basis) is a corporation that was organized in 1990 under the laws of the State of Delaware. We are the holding company of Cathay Bank, a California state-chartered commercial bank (“Cathay Bank” or the “Bank”), seven limited partnerships investing in affordable housing investments in which the Bank is the sole limited partner, GBC Venture Capital, Inc., and Asia Realty Corp. We also own 100% of the common stock of five statutory business trusts created for the purpose of issuing capital securities. In the future, we may become an operating company or acquire savings institutions, other banks, or companies engaged in bank-related activities and may engage in such other activities or acquire such other businesses as may be permitted by applicable law. Our principal place of business is currently located at 777 North Broadway, Los Angeles, California 90012, and our telephone number at that location is (213) 625-4700. In addition, certain of our administrative offices are located in El Monte, California, and our address there is 9650 Flair Drive, El Monte, California 91731. Our common stock is traded on the NASDAQ Global Select Market, and our trading symbol is “CATY”.

We are regulated as a bank holding company by the Board of Governors of the Federal Reserve System (“Federal Reserve”). Cathay Bank is regulated as a California commercial bank by the California Department of Business Oversight (“DBO”) and the Federal Deposit Insurance Corporation (“FDIC”).

Subsidiaries of Bancorp

In addition to its wholly-owned bank subsidiary, the Bancorp has the following subsidiaries:

Cathay Capital Trust I, Cathay Statutory Trust I, Cathay Capital Trust II, Cathay Capital Trust III and Cathay Capital Trust IV. The Bancorp established Cathay Capital Trust I in June 2003, Cathay Statutory Trust I in September 2003, Cathay Capital Trust II in December 2003, Cathay Capital Trust III in March 2007, and Cathay Capital Trust IV in May 2007 (collectively, the “Trusts”) as wholly-owned subsidiaries. The Trusts are statutory business trusts. The Trusts issued capital securities representing undivided preferred beneficial interests in the assets of the Trusts. The Trusts exist for the purpose of issuing the capital securities and investing the proceeds thereof, together with proceeds from the purchase of the common securities of the Trusts by the Bancorp, in a certain series of securities issued by us, with similar terms to the relevant series of securities issued by each of the Trusts, which we refer to as “Junior Subordinated Notes.” The Bancorp guarantees, on a limited basis, payments of distributions on the capital securities of the Trusts and payments on redemption of the capital securities of the Trusts. The Bancorp is the owner of all the beneficial interests represented by the common securities of the Trusts. The purpose of issuing the capital securities was to provide the Company with a cost-effective means of obtaining Tier 1 capital for regulatory purposes. Because the Bancorp is not the primary beneficiary of the Trusts, the financial statements of the Trusts are not included in our Consolidated Financial Statements.

GBC Venture Capital, Inc. The business purpose of GBC Venture Capital, Inc. is to hold equity interests (such as options or warrants) received as part of business relationships and to make equity investments in companies and limited partnerships subject to applicable regulatory restrictions.

Asia Realty Corp. Asia Realty Corp. was incorporated in January 2013 for the purpose of holding other real estate owned and became a subsidiary of the Bancorp as a result of the acquisition of Asia Bancshares. Asia Realty Corp. owned one foreclosed property with a carrying value of \$3.0 million at December 31, 2016.

Competition

Our primary business is to act as the holding company for the Bank. Accordingly, we face the same competitive pressures as those expected by the Bank. For a discussion of those risks, see “Business of the Bank — *Competition*” below under this Item 1.

Employees

Due to the limited nature of the Bancorp’s activities as a bank holding company, the Bancorp currently does not employ any persons other than the Bancorp’s management, which includes the Chief Executive Officer and President, Executive Chairman, the Chief Financial Officer, Executive Vice Presidents, the Secretary and General Counsel, and the Assistant Secretary. See also “Business of the Bank — *Employees*” below under this Item 1.

Business of the Bank

General

Cathay Bank was incorporated under the laws of the State of California on August 22, 1961, is licensed by the California Department of Business Oversight (“DBO”), and commenced operations as a California state-chartered bank on April 19, 1962. Cathay Bank is an insured bank under the Federal Deposit Insurance Act by the FDIC, but it is not a member of the Federal Reserve.

The Bank’s head office is located in the Chinatown area of Los Angeles, at 777 North Broadway, Los Angeles, California 90012. In addition, as of December 31, 2016, the Bank has branch offices in Southern California (22 branches), Northern California (12 branches), New York (12 branches), Illinois (three branches), Washington (three branches), Texas (two branches), Maryland (one branch), Massachusetts (one branch), Nevada (one branch), New Jersey (one branch), and Hong Kong (one branch) and a representative office in Shanghai and in Taipei. Deposit accounts at the Hong Kong branch are not insured by the FDIC. Each branch has loan approval rights subject to the branch manager’s authorized lending limits. Current activities of the Shanghai and Taipei representative offices are limited to coordinating the transportation of documents to the Bank’s head office and performing liaison services.

Our primary market area is defined by the Community Reinvestment Act (the “CRA”) delineation, which includes the contiguous areas surrounding each of the Bank’s branch offices. It is the Bank’s policy to reach out and actively offer services to low and moderate income groups in the delineated branch service areas. Many of the Bank’s employees speak both English and one or more Chinese dialects or Vietnamese, and are thus able to serve the Bank’s Chinese, Vietnamese, and English speaking customers.

As a commercial bank, the Bank accepts checking, savings, and time deposits, and makes commercial, real estate, personal, home improvement, automobile, and other installment and term loans. From time to time, the Bank invests available funds in other interest-earning assets, such as U.S. Treasury securities, U.S. government agency securities, state and municipal securities, mortgage-backed securities, asset-backed securities, corporate bonds, and other security investments. The Bank also provides letters of credit, wire transfers, forward currency spot and forward contracts, traveler’s checks, safe deposit, night deposit, Social Security payment deposit, collection, bank-by-mail, drive-up and walk-up windows, automatic teller machines (“ATM”), Internet banking services, and other customary bank services.

The Bank primarily services individuals, professionals, and small to medium-sized businesses in the local markets in which its branches are located and provides commercial mortgage loans, commercial loans, Small Business Administration (“SBA”) loans, residential mortgage loans, real estate construction loans, home equity lines of credit, and installment loans to individuals for automobile, household, and other consumer expenditures.

Through its Cathay Wealth Management business unit, the Bank provides its customers the ability to trade securities online and to purchase mutual funds, annuities, equities, bonds, and short-term money market instruments. As of December 31, 2016, all securities and insurance products provided by Cathay Wealth Management were offered by, and all Financial Advisors were registered with, Cetera Financial Services, a registered securities broker/dealer and licensed insurance agency and member of the Financial Industry Regulatory Authority and Security Investor Protection Corporation. Effective March 1, 2017, LPL Financial, a registered securities broker/dealer and licensed insurance agency and member of the Financial Industry Regulatory Authority and Security Investor Protection Corporation, will replace Cetera Financial Services and continue the services to customers of the Bank. Cetera Financial Services, LPL Financial, and the Bank are independent entities. These securities and insurance products are not insured by the FDIC.

Securities

The Bank's securities portfolio is managed in accordance with a written Investment Policy which addresses strategies, types, and levels of allowable investments, and which is reviewed and approved by our Board of Directors on an annual basis.

Our investment portfolio is managed to meet our liquidity needs through proceeds from scheduled maturities and is also utilized for pledging requirements for deposits of state and local subdivisions, securities sold under repurchase agreements, and Federal Home Loan Bank ("FHLB") advances. The portfolio is comprised of U.S. government securities, mortgage-backed securities, collateralized mortgage obligations, corporate debt instruments, and mutual funds.

Information concerning the carrying value, maturity distribution, and yield analysis of the Company's securities portfolio as well as a summary of the amortized cost and estimated fair value of the Bank's securities by contractual maturity is included in Part II — Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations," and in Note 4 to the Consolidated Financial Statements.

Loans

The Bank's Board of Directors and senior management establish, review, and modify the Bank's lending policies. These policies include (as applicable) an evaluation of a potential borrower's financial condition, ability to repay the loan, character, secondary repayment sources (such as guaranties), quality and availability of collateral, capital, leverage capacity and regulatory guidelines, market conditions for the borrower's business or project, and prevailing economic trends and conditions. Loan originations are obtained through a variety of sources, including existing customers, walk-in customers, referrals from brokers or existing customers, and advertising. While loan applications are accepted at all branches, the Bank's centralized document department supervises the application process including documentation of loans, review of appraisals, and credit reports.

Commercial Mortgage Loans. Commercial mortgage loans are typically secured by first deeds of trust on commercial properties. Our commercial mortgage portfolio includes primarily commercial retail properties, shopping centers, and owner-occupied industrial facilities, and, secondarily, office buildings, multiple-unit apartments, hotels, and multi-tenanted industrial properties.

The Bank also makes medium-term commercial mortgage loans which are generally secured by commercial or industrial buildings where the borrower uses the property for business purposes or derives income from tenants.

Commercial Loans. The Bank provides financial services to diverse commercial and professional businesses in its market areas. Commercial loans consist primarily of short-term loans (normally with a maturity of up to one year) to support general business purposes, or to provide working capital to businesses in the form of lines of credit to finance trade. The Bank continues to focus primarily on commercial lending to small-to-medium size businesses within the Bank's geographic market areas. The Bank participates or syndicates loans, typically more than \$25 million in principal amount, with other financial institutions to limit its credit exposure. Commercial loan pricing is generally at a rate tied to the prime rate, as quoted in *The Wall Street Journal*, or the Bank's reference rate.

SBA Loans. The Bank originates U.S. Small Business Administration (“SBA”) loans under the national “preferred lender” status. Preferred lender status is granted to a lender that has made a certain number of SBA loans and which, in the opinion of the SBA, has staff qualified and experienced in small business loans. As a preferred lender, the Bank’s SBA Lending Group has the authority to issue, on behalf of the SBA, the SBA guaranty on loans under the 7(a) program which may result in shortening the time it takes to process a loan. In addition, under this program, the SBA delegates loan underwriting, closing, and most servicing and liquidation authority and responsibility to selected lenders.

The Bank utilizes both the 504 program, which is focused on long-term financing of buildings and other long-term fixed assets, and the 7(a) program, which is the SBA’s primary loan program and which can be used for financing of a variety of general business purposes such as acquisition of land, buildings, equipment and inventory and working capital needs of eligible businesses generally over a 5- to 25-year term. The collateral position in the SBA loans is enhanced by the SBA guaranty in the case of 7(a) loans, and by lower loan-to-value ratios under the 504 program. The Bank has sold, and may in the future sell, the guaranteed portion of certain of its SBA 7(a) loans in the secondary market. SBA loan pricing is generally at a rate tied to the prime rate, as quoted in *The Wall Street Journal*.

Residential Mortgage Loans. The Bank originates single-family-residential mortgage loans. The single-family-residential mortgage loans are comprised of conforming, nonconforming, and jumbo residential mortgage loans, and are secured by first or subordinate liens on single (one-to-four) family residential properties. The Bank’s products include a fixed-rate residential mortgage loan and an adjustable-rate residential mortgage loan. Mortgage loans are underwritten in accordance with the Bank’s and regulatory guidelines, on the basis of the borrower’s financial capabilities, an independent appraisal of the value of the property, historical loan quality, and other factors deemed relevant by the Bank’s underwriting personnel. The Bank retains all mortgage loans it originates in its portfolio. As such, the Bank was not impacted by the rule pertaining to risk retention implementing the risk retention requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), since the Bank does not securitize any of the loans it sells or retains.

Real Estate Construction Loans. The Bank’s real estate construction loan activity focuses on providing short-term loans to individuals and developers, primarily for the construction of multi-unit projects. Residential real estate construction loans are typically secured by first deeds of trust and guarantees of the borrower. The economic viability of the projects, borrower’s credit worthiness, and borrower’s and contractor’s experience are primary considerations in the loan underwriting decision. The Bank utilizes approved independent licensed appraisers and monitors projects during the construction phase through construction inspections and a disbursement program tied to the percentage of completion of each project. The Bank also occasionally makes unimproved property loans to borrowers who intend to construct a single-family residence on their lots generally within twelve months. In addition, the Bank makes commercial real estate construction loans to high net worth clients with adequate liquidity for construction of office and warehouse properties. Such loans are typically secured by first deeds of trust and are guaranteed by the borrower.

Home Equity Lines of Credit. The Bank offers variable-rate home equity lines of credit that are secured by the borrower’s home. The pricing on the variable-rate home equity line of credit is generally at a rate tied to the prime rate, as quoted in *The Wall Street Journal*, or the Bank’s reference rate. Borrowers may use this line of credit for home improvement financing, debt consolidation and other personal uses.

Installment Loans. Installment loans tend to be fixed rate and longer-term (one-to-six year maturities). These loans are funded primarily for the purpose of financing the purchase of automobiles and other personal uses of the borrower.

Distribution and Maturity of Loans. Information concerning types, distribution, and maturity of loans is included in Part II — Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in Note 5 to the Consolidated Financial Statements.

Asset Quality

The Bank's lending and credit policies require management to regularly review the Bank's loan portfolio so that the Bank can monitor the quality of its assets. If during the ordinary course of business, management becomes aware that a borrower may not be able to meet the contractual payment obligations under a loan, then that loan is supervised more closely with consideration given to placing the loan on non-accrual status, the need for an additional allowance for loan losses, and (if appropriate) partial or full charge-off.

Under the Bank's current policy, a loan will generally be placed on a non-accrual status if interest or principal is past due 90 days or more, or in cases where management deems the full collection of principal and interest unlikely. When a loan is placed on non-accrual status, previously accrued but unpaid interest is reversed and charged against current income, and subsequent payments received are generally first applied towards the outstanding principal balance of the loan. Depending on the circumstances, management may elect to continue the accrual of interest on certain past due loans if partial payment is received or the loan is well-collateralized, and in the process of collection. The loan is generally returned to accrual status when the borrower has brought the past due principal and interest payments current and, in the opinion of management, the borrower has demonstrated the ability to make future payments of principal and interest as scheduled. A non-accrual loan may also be returned to accrual status if all principal and interest contractually due are reasonably assured of repayment within a reasonable period and there has been a sustained period of payment performance, generally six months.

Information concerning non-performing loans, restructured loans, allowance for credit losses, loans charged-off, loan recoveries, and other real estate owned is included in Part II — Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations," and in Note 5 to the Consolidated Financial Statements.

Deposits

The Bank offers a variety of deposit products in order to meet its customers' needs. As of December 31, 2016, the Bank offered passbook accounts, checking accounts, money market deposit accounts, certificates of deposit, individual retirement accounts, and public funds deposits. These products are priced in order to promote growth of deposits.

The Bank's deposits are generally obtained from residents within its geographic market area. The Bank utilizes traditional marketing methods to attract new customers and deposits, by offering a wide variety of products and services and utilizing various forms of advertising media. From time to time, the Bank may offer special deposit promotions. Information concerning types of deposit accounts, average deposits and rates, and maturity of time deposits is included in Part II — Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations," and in Note 8 to the Consolidated Financial Statements.

Borrowings

Borrowings from time to time include securities sold under agreements to repurchase, the purchase of federal funds, funds obtained as advances from the FHLB, borrowing from other financial institutions, and the issuance of Junior Subordinated Notes. Information concerning the types, amounts, and maturity of borrowings is included in Part II — Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations," and in Note 9 and Note 10 to the Consolidated Financial Statements.

Return on Equity and Assets

Information concerning the return on average assets, return on average stockholders' equity, the average equity to assets ratio and the dividend payout ratio is included in Part II — Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Interest Rates and Differentials

Information concerning the interest-earning asset mix, average interest-earning assets, average interest-bearing liabilities, and the yields on interest-earning assets and interest-bearing liabilities is included in Part II — Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Analysis of Changes in Net Interest Income

An analysis of changes in net interest income due to changes in rate and volume is included in Part II — Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Commitments and Letters of Credit

Information concerning the Bank’s outstanding loan commitments and letters of credit is included in Note 13 to the Consolidated Financial Statements.

Expansion

We have engaged in expansion through acquisitions and may consider acquisitions in the future in order to compete for new deposits and loans, and to be able to serve our customers more effectively.

On July 8, 2016, we announced the signing of a Stock Purchase Agreement for the Bancorp to acquire SinoPac Bancorp, the U.S. subsidiary of Bank SinoPac Co. Ltd., for \$340 million subject to certain adjustments. SinoPac Bancorp, through its subsidiary Far East National Bank, operates nine branches in California. We expect the acquisition of SinoPac Bancorp to close in the first half of 2017, and that, subject to receipt of regulatory approvals, Far East National Bank will subsequently merge with Cathay Bank.

Subsidiaries of Cathay Bank

In October 2006, Cathay New Asia Community Development Corporation (“CNACDC”) was formed, for the purpose of assuming New Asia Bank’s pre-existing New Markets Tax Credit activities in the greater Chicago area by providing or facilitating the availability of capital to businesses and real estate developers working to renovate these neighborhoods. Cathay Holdings LLC (“CHLLC”) was incorporated in December 2007, Cathay Holdings 2 LLC (“CHLLC2”) was incorporated in January 2008, and Cathay Holdings 3 LLC (“CHLLC3”) was incorporated in December 2008. The purpose of these subsidiaries is to hold other real estate owned in the state of Texas that was transferred from the Bank. As of December 31, 2016, CHLLC owned a property with a carrying value of \$526,000. CHLLC2 and CHLLC3 did not own property at December 31, 2016.

Competition

We face substantial competition for deposits, loans and other banking services, as well as acquisitions, throughout our market area from the major banks and financial institutions that dominate the commercial banking industry. We also compete for loans and deposits, as well as other banking services, such as payment services, with savings and loan associations, savings banks, brokerage houses, insurance companies, mortgage companies, credit unions, credit card companies and other financial and non-financial institutions and entities.

In California, one larger Chinese-American bank competes for loans and deposits with the Bank and at least two super-regional banks compete with the Bank for deposits. In addition, there are many other Chinese-American banks in both Southern and Northern California. Banks from the Pacific Rim countries, such as Taiwan, Hong Kong, and China also continue to open branches in the Los Angeles area, thus increasing competition in the Bank’s primary markets. See discussion below in Part I — Item 1A — “Risk Factors.”

To compete with other financial institutions in its primary service areas, the Bank relies principally upon local promotional activities, personal contacts by its officers, directors, employees, and stockholders, extended hours on weekdays, Saturday banking in certain locations, Internet banking, an Internet website (www.cathaybank.com), and other specialized services. The content of our website is not incorporated into and is not part of this Annual Report on Form 10-K.

If a proposed loan exceeds the Bank's internal lending limits, the Bank has, in the past, and may in the future, arrange the loan on a participation or syndication basis with correspondent banks. The Bank also assists customers requiring other services not offered by the Bank to obtain these services from its correspondent banks.

Employees

As of December 31, 2016, the Bank and its subsidiaries employed approximately 1,129 persons, including 551 banking officers. None of the employees are represented by a union. We believe that our employer-employee relations are good.

Available Information

We invite you to visit our website at www.cathaygeneralbancorp.com, to access free of charge the Bancorp's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, all of which are made available as soon as reasonably practicable after we electronically file such material with or furnish it to the Securities and Exchange Commission (the "SEC"). The content of our website is not incorporated into and is not part of this Annual Report on Form 10-K. In addition, you can write to us to obtain a free copy of any of those reports at Cathay General Bancorp, 9650 Flair Drive, El Monte, California 91731, Attn: Investor Relations. These reports are also available through the SEC's Public Reference Room, located at 100 F Street NE, Washington, DC 20549 and online at the SEC's website, located at www.sec.gov. Investors can obtain information about the operation of the SEC's Public Reference Room by calling 800-SEC-0330.

Regulation and Supervision

General

The Bancorp and the Bank are subject to significant regulation and restrictions by federal and state laws and regulatory agencies. This regulation is intended primarily for the protection of depositors and the deposit insurance fund, secondarily for the stability of the U.S. banking system, and not for the protection of stockholders. The following discussion of statutes and regulations is a summary and does not purport to be complete nor does it address all applicable statutes and regulations. This discussion is also qualified in its entirety by reference to the full text and to the implementation and enforcement of the statutes and regulations referred to in this discussion.

Additional initiatives may be proposed or introduced before Congress, the California Legislature, and other governmental bodies in the future. Such proposals, if enacted, may further alter the structure, regulation, and competitive relationship among financial institutions and may subject us to increased supervision and disclosure and reporting requirements. In addition, the various bank regulatory agencies often adopt new rules and regulations and policies to implement and enforce existing legislation. It cannot be predicted whether, or in what form, any such legislation or regulatory changes in policy may be enacted or the extent to which the business of the Bank would be affected thereby. In addition, the outcome of examinations, any litigation, or any investigations initiated by state or federal authorities may result in necessary changes in our operations and increased compliance costs.

Bank Holding Company and Bank Regulation

The Bancorp is a bank holding company within the meaning of the Bank Holding Company Act and is registered as such with the Federal Reserve. The Bancorp is also a bank holding company within the meaning of Section 1280 of the California Financial Code. Therefore, the Bancorp and any of its subsidiaries are subject to examination by, and may be required to file reports with, the DBO. DBO approvals are also required for bank holding companies to acquire control of banks. As a California commercial bank the deposits of which are insured by the FDIC, the Bank is subject to regulation, supervision, and regular examination by the DBO and by the FDIC, as the Bank's primary federal regulator, and must additionally comply with certain applicable regulations of the Federal Reserve.

Bank holding companies and their bank and non-bank subsidiaries are subject to significant regulation and restrictions by federal and state laws and regulatory agencies. These laws, regulations and restrictions, which may affect the cost of doing business, limit permissible activities and expansion or impact the competitive balance between banks and other financial services providers, are intended primarily for the protection of depositors and the FDIC's Deposit Insurance Fund, and secondarily for the stability of the U.S. banking system. They are not intended for the benefit of stockholders of financial institutions. The following discussion of key statutes and regulations to which the Bancorp and the Bank are subject is a summary and does not purport to be complete nor does it address all applicable statutes and regulations. This discussion is qualified in its entirety by reference to the full statutes and regulations.

The wide range of requirements and restrictions contained in both federal and state banking laws include:

- Requirements that bank holding companies and banks file periodic reports.
- Requirements that bank holding companies and banks meet or exceed minimum capital requirements (see "Capital Adequacy Requirements" below).
- Requirements that bank holding companies serve as a source of financial and managerial strength for their banking subsidiaries. In addition, the regulatory agencies have "prompt corrective action" authority to limit activities and require a limited guaranty of a required bank capital restoration plan by a bank holding company if the capital of a bank subsidiary falls below capital levels required by the regulators. (See "Source of Strength" and "Prompt Corrective Action Provisions" below.)
- Limitations on dividends payable to stockholders. The Bancorp's ability to pay dividends is subject to legal and regulatory restrictions. A substantial portion of the Bancorp's funds to pay dividends or to pay principal and interest on our debt obligations is derived from dividends paid by the Bank. (See "Dividends" below)
- Limitations on dividends payable by bank subsidiaries. These dividends are subject to various legal and regulatory restrictions. The federal banking agencies have indicated that paying dividends that deplete a depository institution's capital base to an inadequate level would be an unsafe and unsound banking practice. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings. (See "Dividends" below)
- Safety and soundness requirements. Banks must be operated in a safe and sound manner and meet standards applicable to internal controls, information systems, internal audit, loan documentation, credit underwriting, interest rate exposure, asset growth, and compensation, as well as other operational and management standards. These safety and soundness requirements give bank regulatory agencies significant latitude in exercising their supervisory authority and the authority to initiate informal or formal enforcement actions.
- Requirements for notice, application and approval, or non-objection of acquisitions and certain other activities conducted directly or in subsidiaries of the Bancorp or the Bank.
- Compliance with the Community Reinvestment Act ("CRA"). The CRA requires that banks help meet the credit needs in their communities, including the availability of credit to low and moderate income individuals. If the Bank fails to adequately serve its communities, restrictions may be imposed, including denials of applications for branches, for adding subsidiaries or affiliate companies, for engaging in new activities or for the merger with or purchase of other financial institutions. In its last reported examination by the FDIC in March 2016, the Bank received a CRA rating of "Satisfactory."

- Compliance with the Bank Secrecy Act, the USA Patriot Act, and other anti-money laundering laws, and the regulations of the U.S. Treasury Department’s Office of Foreign Assets Control (“OFAC”). (See “Anti-Money Laundering and OFAC Regulations” below.)
- Limitations on the amount of loans to one borrower and its affiliates and to executive officers and directors.
- Limitations on transactions with affiliates.
- Restrictions on the nature and amount of any investments in, and the ability to underwrite, certain securities.
- Requirements for opening of intra- and interstate branches.
- Compliance with truth in lending and other consumer protection and disclosure laws to ensure equal access to credit and to protect consumers in credit transactions. (See “Operations and Consumer Compliance Laws” below.)
- Compliance with provisions of the Gramm-Leach-Bliley Act of 1999 (“GLB Act”) and other federal and state laws dealing with privacy for nonpublic personal information of customers. The federal bank regulators have adopted rules limiting the ability of banks and other financial institutions to disclose non-public information about consumers to unaffiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to an unaffiliated third party. These regulations affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

Regulation of the Bank

As a California commercial bank whose deposits are insured by the FDIC, the Bank is subject to regulation, supervision, and regular examination by the DBO and the FDIC, as the Bank’s primary Federal regulator, and must also comply with certain applicable regulations of the Federal Reserve. Specific federal and state laws and regulations which are applicable to banks regulate, among other things, the scope of their business, their investments, their reserves against deposits, the timing of the availability of deposited funds, their activities relating to dividends, the nature and amount of and collateral for certain loans, servicing and foreclosing on loans, borrowings, capital requirements, certain check-clearing activities, branching, and mergers and acquisitions. California banks are also subject to statutes and regulations including Federal Reserve Regulation O and Federal Reserve Act Sections 23A and 23B and Regulation W, which restrict or limit loans or extensions of credit to “insiders,” including officers, directors, and principal shareholders, and affiliates, and purchases of assets from affiliates, including parent bank holding companies, except pursuant to certain exceptions and only on terms and conditions at least as favorable to those prevailing for comparable transactions with unaffiliated parties. The Dodd-Frank Act expanded definitions and restrictions on transactions with affiliates and insiders under Sections 23A and 23B, and also lending limits for derivative transactions, repurchase agreements and securities lending, and borrowing transactions.

The Bank operates branches and/or loan production offices in California, New York, Illinois, Massachusetts, Texas, Washington, Nevada, Maryland, and New Jersey. While the DBO remains the Bank’s primary state regulator, the Bank’s operations in these jurisdictions are subject to examination and supervision by local bank regulators, and transactions with customers in those jurisdictions are subject to local laws, including consumer protection laws. The Bank also operates a branch in Hong Kong and a representative office in Taipei and in Shanghai. The operations of these foreign offices and branches (and limits on the scope of their activities) are subject to local law and regulatory authorities in addition to regulation and supervision by the DBO and the Federal Reserve.

The Dodd-Frank Wall Street Reform and Consumer Protection Act

The Dodd-Frank Act financial reform legislation, adopted in July 2010, significantly revised and expanded the rulemaking, supervisory and enforcement authority of the federal bank regulatory agencies. Various provisions of the Dodd-Frank Act are now effective and have been fully implemented, including, among others:

- new capital standards that, among other things, increase capital requirements and eliminate the treatment of trust preferred securities as Tier 1 regulatory capital (except for any trust preferred securities issued before May 19, 2010 by Bancorp and other bank holding companies with assets of less than \$15 billion as of December 31, 2009);
- the revisions in the deposit insurance assessment base for FDIC insurance and the permanent increase in coverage to \$250,000;
- the permissibility of paying interest on business checking accounts;
- the removal of barriers to interstate branching;
- required disclosure and shareholder advisory votes on executive compensation;
- annual stress tests for financial entities, including the Company;
- additional risk management and other enhanced prudential standards for larger bank holding companies, including the Company;
- restrictions on banking entities, after a transition period, from engaging in proprietary trading, as well as having investments in, sponsoring, and maintaining relationships with hedge funds and private equity funds (commonly referred to as the “Volcker Rule”);
- limitations on interchange fees charged for debit card transactions;
- the establishment of new minimum mortgage underwriting standards for residential mortgages; and
- the establishment of the Consumer Financial Protection Bureau (“CFPB”) to be responsible for consumer protection in the financial services industry and to examine financial institutions with \$10 billion or more in assets, such as the Company, for compliance with regulations promulgated by the CFPB.

The numerous rules and regulations promulgated pursuant to the Dodd-Frank Act, including those described further below, have significantly impacted our operations and compliance costs. The Dodd-Frank Act also requires the issuance of numerous implementing regulations, some of which have not yet been issued. Some of the final regulations will continue to take effect over several more years, continuing to make it difficult to anticipate the overall impact to us, our customers, or the financial industry in general.

Capital Adequacy Requirements

Bank holding companies and banks are subject to various regulatory capital requirements administered by state and federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations (See “Prompt Corrective Action Provisions” below), involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting, and other factors. The risk-based capital guidelines for bank holding companies and banks require capital ratios that vary based on the perceived degree of risk associated with a banking organization’s operations for both transactions reported on the balance sheet as assets, such as loans, and those recorded as off-balance sheet items, such as commitments, letters of credit and recourse arrangements. The risk-based capital ratio is determined by classifying assets and certain off-balance sheet financial instruments into weighted categories, with higher levels of capital being required for those categories perceived as representing greater risks and dividing its qualifying capital by its total risk-adjusted assets and off-balance sheet items. Bank holding companies and banks engaged in significant trading activity may also be subject to the market risk capital guidelines and be required to incorporate additional market and interest rate risk components into their risk-based capital standards.

The federal bank regulatory agencies adopted final regulations in July 2013, which revised their risk-based and leverage capital requirements for banking organizations to meet requirements of the Dodd-Frank Act and to implement Basel III international agreements reached by the Basel Committee on Banking Supervision. Although many of the rules contained in these final regulations are applicable only to large, internationally active banks, most will apply on a phased-in basis to all banking organizations, including the Bancorp and the Bank. The new capital rules took effect on January 1, 2015, but many elements are being phased-in. To the extent that the new capital rules are not fully phased-in, the prior capital rules continue to apply.

The following are among the new requirements that are effective or being phased-in beginning January 1, 2015:

- An increase in the minimum Tier 1 capital ratio from 4.00% to 6.00% of risk-weighted assets.
- A new category and a required 4.50% of risk-weighted assets ratio is established for “common equity Tier 1” as a subset of Tier 1 capital limited to common equity.
- A minimum non-risk-based leverage ratio is set at 4.00% eliminating a 3.00% exception for higher rated banks.
- Changes in the permitted composition of Tier 1 capital to exclude trust preferred securities (other than certain grandfathered trust preferred securities), mortgage servicing rights and certain deferred tax assets and include unrealized gains and losses on available for sale debt and equity securities.
- A new additional capital conservation buffer of 2.5% of risk weighted assets over each of the required capital ratios will be phased in from 2016 to 2019 and must be met to avoid limitations in the ability of the Bank to pay dividends, repurchase shares or pay discretionary bonuses.
- The risk-weights of certain assets for purposes of calculating the risk-based capital ratios are changed for high volatility commercial real estate acquisition, development and construction loans, certain past due non-residential mortgage loans and certain mortgage-backed and other securities exposures.
- An additional “countercyclical capital buffer” is required for larger and more complex institutions.

Without taking into account the capital conservation buffer, the new capital rules require the following minimum ratios: (i) a Tier 1 leverage ratio of 4.0%; (ii) a common equity Tier 1 risk-based capital ratio of 4.5%, (iii) a Tier 1 risk-based capital ratio of 6%, and (iv) a total risk-based capital ratio of 8.0%. To be considered “well capitalized,” a bank holding company or bank would be required to have the following minimum ratios: (i) a Tier 1 leverage ratio of 5.0%; (ii) a common equity Tier 1 risk-based capital ratio of 6.5%, (iii) a Tier 1 risk-based capital ratio of 8.0%, and (iv) a total risk-based capital ratio of 10.0%. The implementation of the new capital conservation buffer requirements began on January 1, 2016 at 0.625% of risk-weighted assets, increasing each year by 0.625% until fully implemented in January 2019 at 2.50% of risk-weighted assets.

Failure to meet statutorily mandated capital guidelines or more restrictive ratios separately established for a financial institution could subject a bank or bank holding company to a variety of enforcement remedies, including issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on accepting or renewing brokered deposits, limitations on the rates of interest that the institution may pay on its deposits and other restrictions on its business. Significant additional restrictions can be imposed on FDIC-insured depository institutions that fail to meet applicable capital requirements under the regulatory agencies’ prompt corrective action authority.

At December 31, 2016, (i) the Bancorp’s and the Bank’s common equity Tier 1 capital ratios were 12.84% and 13.35%, respectively; (ii) their total risk-based capital ratios were, respectively, 14.97% and 14.43%; (iii) their Tier 1 risk-based capital ratios were, respectively, 13.85% and 13.35%; and (iv) their leverage capital ratios were, respectively, 11.57% and 11.16%, all of which ratios exceeded the minimum percentage requirements to be deemed “well-capitalized” for regulatory purposes.

While the new capital rules set higher regulatory capital standards for the Bancorp and the Bank, bank regulators may also continue their past policies of expecting banks to maintain additional capital beyond the new minimum requirements. The federal banking agencies may also require banks and bank holding companies subject to enforcement actions to maintain capital ratios in excess of the minimum ratios otherwise required to be deemed “well-capitalized.” The implementation of the new capital rules or more stringent requirements to maintain higher levels of capital or to maintain higher levels of liquid assets could adversely impact the Bancorp’s net income and return on equity, restrict the ability of the Bank and/or the Bancorp to pay dividends or executive bonuses and require the raising of additional capital.

As of December 31, 2016, the Bancorp and the Bank met all applicable capital requirements under the new capital rules on a fully phased-in basis if such requirements were currently in effect.

Liquidity Requirements

In response to the endemic liquidity problems that accompanied the 2008 financial crisis and as part of the Basel III initiative, the federal regulatory agencies promulgated regulations in 2014 requiring the largest financial institutions to maintain an amount of high-quality liquid assets at least equal to those institutions’ estimated net cash outflows over a 30-day stressed liquidity period. This ratio is referred to as the “liquidity coverage ratio” or “LCR.” The LCR requirement generally applies only to banking organizations with \$250 billion or more in assets (or total consolidated on-balance sheet foreign exposure of \$10 billion or more), and any subsidiary depository institution of such an organization with \$10 billion or more in consolidated assets. In addition, pursuant to the authority granted to federal regulators under the Dodd- Frank Act to require enhanced prudential standards from banking organizations, bank holding companies with \$50 billion or more in consolidated assets are subject to specific liquidity risk management requirements and liquidity stress testing and buffer requirements. Although smaller banking organizations, such as the Bancorp, are not subject to such specific liquidity requirements, appropriate liquidity management (including liquidity stress testing) has become an increasingly important focus of prudential regulation of smaller institutions by federal and state bank regulators. This emphasis had led many financial institutions to hold a higher percentage of lower-yielding, short term assets than they may have held in past years.

Volcker Rule

In December 2013, the federal bank regulatory agencies adopted final rules that implement a part of the Dodd-Frank Act commonly referred to as the “Volcker Rule.” Under these rules and subject to certain exceptions, banking entities, including the Company and the Bank and its subsidiaries, will be restricted from engaging in activities that are considered proprietary trading and from sponsoring or investing in certain entities, including hedge or private equity funds that are considered “covered funds.” Bank holding companies and banks were generally required to conform their activities to the Volcker rule on or before July 21, 2015 although certain provisions are subject to delayed effectiveness under rules promulgated by the Federal Reserve. The Federal Reserve granted an extension until July 21, 2017 of the conformance period for banking entities to divest ownership in certain legacy investment funds and terminate relationships with funds that are prohibited under the rule.

Except for divesting some investments aggregating less than \$4 million as of December 31, 2016, we believe that the Volcker Rule will not require any material changes in our operations or business or security holdings.

CFPB Actions

The Dodd-Frank Act provided for the creation of the CFPB as an independent entity within the Federal Reserve with broad rulemaking, supervisory, and enforcement authority over consumer financial products and services, including deposit products, residential mortgages, home-equity loans and credit cards. The CFPB’s functions include investigating consumer complaints, conducting market research, rulemaking, supervising and examining bank consumer transactions, and enforcing rules related to consumer financial products and services. CFPB regulations and guidance apply to all financial institutions and banks with \$10 billion or more in assets, which are also subject to examination by the CFPB. As the Bank has more than \$10 billion in assets, it is now examined for compliance with CFPB regulation by the CFPB in addition to examinations of the Bank by the FDIC and the DBO.

The CFPB has enforcement authority over unfair, deceptive or abusive act and practices (“UDAAP”). UDAAP is considered one of the most far reaching new enforcement tools at the disposal of the CFPB and covers all consumer and small business financial products or services such as deposit and lending products or services such as overdraft programs and third-party payroll card vendors. It is a wide-ranging regulatory net that potentially picks up the gaps not included in other consumer laws, rules and regulations. Violations of UDAAP can be found in many areas and can include advertising and marketing materials, the order of processing and paying items in a checking account or the design of client overdraft programs. The scope of coverage includes not only direct interactions with clients and prospects but also actions by third-party service providers. The Dodd-Frank Act does not prevent states from adopting stricter consumer protection standards. State regulation of financial products and potential enforcement actions could also adversely affect our business, financial condition or results of operations.

Additionally, in 2014, the CFPB adopted revisions to Regulation Z, which implement the Truth in Lending Act, pursuant to the Dodd-Frank Act, and apply to all consumer mortgages (except home equity lines of credit, timeshare plans, reverse mortgages, or temporary loans). The revisions mandate specific underwriting criteria for home loans in order for creditors to make a reasonable, good faith determination of a consumer's ability to repay and establish certain protections from liability under this requirement for “qualified mortgages” meeting certain standards. In particular, it will prevent banks from making “no doc” and “low doc” home loans, as the rules require that banks determine a consumer’s ability to pay based in part on verified and documented information. We do originate certain “low doc” loans that meet specific underwriting criteria. Given the small volume of such loans, we do not believe that this regulation will have a significant impact on our operations.

Enhanced Prudential Standards

Pursuant to Federal Reserve Board regulations promulgated under authority of the Dodd-Frank Act, as a publicly traded bank holding company with \$10 billion or more (but less than \$50 billion) in assets, we are required and have established and maintained a risk committee responsible for enterprise-wide risk management practices, comprised of an independent chairman and at least one risk management expert. Additional stress testing is required for banking organizations having \$50 billion or more of assets. The risk committee approves and periodically reviews the risk-management policies of the bank holding company’s global operations and oversees the operations of its risk-management framework. The bank holding company’s risk-management framework must be commensurate with its structure, risk profile, complexity, activities and size. At a minimum, the framework must include policies and procedures establishing risk-management governance and providing for adequate risk-control infrastructure for the bank holding company’s operations. In addition, the framework must include processes and systems to monitor compliance with the foregoing policies and procedures, including processes and systems designed to identify and report risk-management risks and deficiencies; ensure effective implementation of actions to address emerging risks and risk-management deficiencies; designate managerial and staff responsibility for risk management; ensure the independence of the risk-management function; and integrate risk-management and associated controls with management goals and the management compensation structure.

Stress Testing

As a bank holding company with more than \$10 billion in assets, we are also required under the Dodd-Frank Act to conduct annual stress tests using various scenarios established by the Federal Reserve, including a baseline, adverse and severely adverse economic conditions (known as “Dodd Frank Act Stress Tests” or “DFAST”). The stress tests are designed to determine whether our capital planning, assessment of capital adequacy and risk management practices adequately protect the Bancorp and its affiliates in the event of an economic downturn. The Bancorp must establish adequate internal controls, documentation, policies and procedures to ensure the annual stress adequately meets these objectives. The Board of Directors must review our policies and procedures at least annually. We are required to report the results of our annual stress tests to the Federal Reserve by July 31 of each year, using data as of December 31 of the preceding year, publish a summary of the results between October 15 and October 31, and consider the results of our stress tests as part of our capital planning and risk management practices. We reported the results of our 2016 annual stress test to the Federal Reserve on July 28, 2016, and published a summary of the results in a Form 8-K furnished with the SEC on October 26, 2016.

Interchange Fees

Under the Durbin Amendment to the Dodd-Frank Act, the Federal Reserve adopted rules establishing standards for assessing whether the interchange fees that may be charged with respect to certain electronic debit transactions are “reasonable and proportional” to the costs incurred by issuers for processing such transactions.

Interchange fees, or “swipe” fees, are charges that merchants pay to us and other card-issuing banks for processing electronic payment transactions. Under the final rules, the maximum permissible interchange fee is equal to no more than 21 cents plus 5 basis points of the transaction value for many types of debit interchange transactions. The Federal Reserve also adopted a rule to allow a debit card issuer to recover 1 cent per transaction for fraud prevention purposes if the issuer complies with certain fraud-related requirements required by the Federal Reserve. The Federal Reserve also has rules governing routing and exclusivity that require issuers to offer two unaffiliated networks for routing transactions on each debit or prepaid product.

On July 31, 2013, the U.S. District Court for the District of Columbia found the interchange fee cap and the exclusivity provision adopted by the Federal Reserve to be invalid. The U.S. Court of Appeals for the District of Columbia, or D.C. Circuit, reversed this decision on March 21, 2014, generally upholding the Federal Reserve’s interpretation of the Durbin Amendment and the Federal Reserve’s rules implementing it. On August 18, 2014, the plaintiffs in this litigation filed a petition for a writ of certiorari asking the U.S. Supreme Court to review the D.C. Circuit’s decision with respect to the interchange fee cap. The petition was denied on January 23, 2015. With the U.S. Supreme Court’s denial of certiorari, the U.S. Court of Appeals decision will stand. We continue to monitor developments in the litigation surrounding these rules.

Anti-Money Laundering (“AML”) and Office of Foreign Assets Control (“OFAC”) Regulation

A major focus of governmental policy on financial institutions in recent years has been aimed at combating money laundering and terrorist financing through AML and OFAC regulations. AML laws and regulations, including the Bank Secrecy Act and the U.S.A. Patriot Act, require us to assist U.S. government agencies in detecting and preventing money laundering and other illegal acts by maintaining policies, procedures and controls designed to detect and report money laundering, terrorist financing, and other suspicious activity. The AML program must include, at a minimum, a designated compliance officer, written policies, procedures and internal controls, training of appropriate personnel and independent testing of the program, and a customer identification program.

OFAC administers and enforces economic and trade sanctions against targeted foreign countries and regimes, under authority of various laws, including designated foreign countries, nationals and others. OFAC publishes lists of specially designated targets and countries. We and our bank are responsible for, among other things, blocking accounts of, and transactions with, such targets and countries, prohibiting unlicensed trade and financial transactions with them and reporting blocked transactions after their occurrence.

Regulatory authorities routinely examine financial institutions for compliance with these obligations, and any failure by us to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required. Regulatory authorities have imposed cease and desist orders and civil money penalties against institutions found to be violating these obligations.

Additional Restrictions on Bancorp and Bank Activities

Subject to prior notice or Federal Reserve approval, bank holding companies may generally engage in, or acquire shares of companies engaged in, activities determined by the Federal Reserve to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Bank holding companies which elect and retain “financial holding company” status pursuant to the GLB Act may engage in these nonbanking activities and broader securities, insurance, merchant banking and other activities that are determined to be “financial in nature” or are incidental or complementary to activities that are financial in nature without prior Federal Reserve approval. Pursuant to the GLB Act and the Dodd-Frank Act, in order to elect and retain financial holding company status, a bank holding company and all depository institution subsidiaries of a bank holding company must be well capitalized and well managed, and, except in limited circumstances, depository subsidiaries must be in satisfactory compliance with the CRA. Failure to sustain compliance with these requirements or correct any non-compliance within a fixed time period could lead to divestiture of subsidiary banks or require all activities to conform to those permissible for a bank holding company. The Bancorp has not elected financial holding company status and does not believe it has engaged in any activities determined by the Federal Reserve to be financial in

nature or incidental or complementary to activities that are financial in nature, which would, in the absence of financial holding company status, require notice or Federal Reserve approval.

Pursuant to the Federal Deposit Insurance Act (“FDI Act”) and the California Financial Code, California state chartered commercial banks may generally engage in any activity permissible for national banks. Therefore, the Bank may form subsidiaries to engage in the many so-called “closely related to banking” or “nonbanking” activities commonly conducted by national banks in operating subsidiaries or subsidiaries of bank holding companies. Further, pursuant to the GLB Act, California banks may conduct certain “financial” activities in a subsidiary to the same extent as a national bank, provided the bank is and remains “well-capitalized,” “well-managed” and in satisfactory compliance with the CRA. The Bank currently has no financial subsidiaries.

Source of Strength

Federal Reserve policy and federal law require bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. Under this requirement, Bancorp is expected to commit resources to support the Bank, including at times when Bancorp may not be in a financial position to provide such resources, and it may not be in Bancorp’s, or Bancorp’s stockholders’ or creditors’, best interests to do so. In addition, any capital loans Bancorp makes to the Bank are subordinate in right of payment to depositors and to certain other indebtedness of the Bank. In the event of Bancorp’s bankruptcy, any commitment by Bancorp to a federal bank regulatory agency to maintain the capital of the Bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

Enforcement Authority

The federal and California regulatory structure gives the bank regulatory agencies extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. The regulatory agencies have adopted guidelines to assist in identifying and addressing potential safety and soundness concerns before an institution’s capital becomes impaired. The guidelines establish operational and managerial standards generally relating to: (i) internal controls, information systems, and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) interest-rate exposure; (v) asset growth and asset quality; (vi) loan concentration; and (vii) compensation, fees, and benefits. Further, the regulatory agencies have adopted safety and soundness guidelines for asset quality and for evaluating and monitoring earnings to ensure that earnings are sufficient for the maintenance of adequate capital and reserves. If, as a result of an examination, the DBO or the FDIC should determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity, or other aspects of the Bank’s operations are unsatisfactory or that the Bank or its management is violating or has violated any law or regulation, the DBO and the FDIC have residual authority to:

- Require affirmative action to correct any conditions resulting from any violation or practice;
- Direct an increase in capital and the maintenance of higher specific minimum capital ratios, which may preclude the Bank from being deemed “well-capitalized” and restrict its ability to accept certain brokered deposits, among other things;
- Restrict the Bank’s growth geographically, by products and services, or by mergers and acquisitions;
- Issue, or require the Bank to enter into, informal or formal enforcement actions, including required Board resolutions, memoranda of understanding, written agreements and consent or cease and desist orders or prompt corrective action orders to take corrective action and cease unsafe and unsound practices;
- Require prior approval of senior executive officer or director changes, remove officers and directors, and assess civil monetary penalties; and
- Terminate FDIC insurance, revoke the Bank’s charter, take possession of, close and liquidate the Bank, or appoint the FDIC as receiver.

The Federal Reserve has similar enforcement authority over bank holding companies and commonly takes parallel action in conjunction with actions taken by a subsidiary bank's regulators.

In the exercise of their supervisory and examination authority, the regulatory agencies have recently emphasized corporate governance, stress testing, enterprise risk management and other board responsibilities; anti-money laundering compliance and enhanced high risk customer due diligence; vendor management; cyber security and fair lending and other consumer compliance obligations.

Deposit Insurance

The FDIC is an independent federal agency that insures deposits, up to prescribed statutory limits, of federally insured banks and savings institutions and safeguards the safety and soundness of the banking and savings industries. The FDIC insures our customer deposits through the Deposit Insurance Fund (the "DIF") up to prescribed limits of \$250,000 for each depositor pursuant to the Dodd-Frank Act. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors. As an institution with \$10 billion or more in assets, the FDIC uses a performance score and a loss-severity score to calculate an initial assessment rate for the Bank. In calculating these scores, the FDIC uses the Bank's capital level and regulatory supervisory ratings and certain financial measures to assess the Bank's ability to withstand asset-related stress and funding-related stress. The FDIC also has the ability to make discretionary adjustments to the total score based upon significant risk factors that are not adequately captured in the calculations. In addition to ordinary assessments described above, the FDIC has the ability to impose special assessments in certain instances.

All FDIC-insured institutions are also required to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation ("FICO"), an agency of the federal government established to recapitalize the predecessor to the DIF. These assessments will continue until the FICO bonds mature in 2017 through 2019.

Pursuant to the Dodd-Frank Act, the FDIC has established 2.0% as the designated reserve ratio (DRR), that is, the ratio of the DIF to insured deposits. The FDIC has adopted a plan under which it will meet the statutory minimum DRR of 1.35% (formerly 1.15%) by September 30, 2020, the deadline imposed by the Dodd-Frank Act. The Dodd-Frank Act requires the FDIC to offset the effect of the increase in the statutory minimum DRR to 1.35% on institutions with assets less than \$10 billion. Beginning with the third quarter of the 2016 assessment period, large banks will pay quarterly surcharges in addition to their lower regular risk-based assessments. The final rule imposes a surcharge of 4.5 basis points on the assessment base of large banks. The surcharges are to begin the quarter after the reserve ratio first reaches or surpasses 1.15%. The FDIC expects that surcharges will last eight quarters or through the quarter in which the reserve ratio first meets or exceeds 1.35%. The surcharge is applied to the Bank's total liabilities in excess of \$10 billion. To determine an institution's quarterly assessment surcharge, the FDIC will take a bank's standard assessment base, calculated as average consolidated total assets less average tangible equity, minus \$10 billion multiplied by 1.125 basis points.

We are generally unable to control the amount of assessments that we are required to pay for FDIC insurance. If there are additional bank or financial institution failures or if the FDIC otherwise determines, we may be required to pay even higher FDIC assessments than the recently increased levels. These increases in FDIC insurance assessments may have a material and adverse effect on our earnings and could have a material adverse effect on the value of, or market for, our common stock.

Under the FDI Act, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

Prompt Corrective Action Provisions

The FDI Act requires the federal bank regulatory agencies to take “prompt corrective action” with respect to a depository institution if that institution does not meet certain capital adequacy standards, including requiring the prompt submission of an acceptable capital restoration plan. Depending on the bank’s capital ratios, the agencies’ regulations define five categories in which an insured depository institution will be placed: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. At each successive lower capital category, an insured bank is subject to more restrictions, including restrictions on the bank’s activities, operational practices or the ability to pay dividends. Based upon its capital levels, a bank that is classified as well-capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment.

The prompt corrective action standards were changed when the new capital rule ratios became effective on January 1, 2015. Under the new standards, in order to be considered well-capitalized, the Bank is required to have met the new common equity Tier 1 ratio of 6.5%, an increased Tier 1 ratio of 8% (increased from 6%), a total capital ratio of 10% (unchanged) and a leverage ratio of 5% (unchanged).

Dividends

Holdings of the Bancorp’s common stock are entitled to receive dividends as and when declared by the board of directors out of funds legally available therefore under the laws of the State of Delaware. Delaware corporations such as the Bancorp may make distributions to their stockholders out of their surplus, or in case there is no surplus, out of their net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. However, dividends may not be paid out of a corporation’s net profits if, after the payment of the dividend, the corporation’s capital would be less than the capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets.

It is the Federal Reserve’s policy that bank holding companies should generally pay dividends on common stock only out of income available over the past year, and only if prospective earnings retention is consistent with the organization’s expected future needs and financial condition. It is also the Federal Reserve’s policy that bank holding companies should not maintain dividend levels that undermine their ability to be a source of strength to their banking subsidiaries. The Federal Reserve also discourages dividend policy payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong.

The terms of our Junior Subordinated Notes also limit our ability to pay dividends on our common stock. If we are not current on our payment of interest on our Junior Subordinated Notes, we may not pay dividends on our common stock. The amount of future dividends by the Bancorp will depend on our earnings, financial condition, capital requirements and other factors, and will be determined by our board of directors in accordance with the capital management and dividend policy.

The Bank is a legal entity that is separate and distinct from its holding company. The Bancorp is dependent on the performance of the Bank for funds which may be received as dividends from the Bank for use in the operation of the Bancorp and the ability of the Bancorp to pay dividends to stockholders. Future cash dividends by the Bank will also depend upon management’s assessment of future capital requirements, contractual restrictions, and other factors. When phased in, the new capital rules will restrict dividends by the Bank if the capital conservation buffer is not achieved.

The power of the board of directors of the Bank to declare cash dividends to the Bancorp is subject to California law, which restricts the amount available for cash dividends to the lesser of a bank’s retained earnings or net income for its last three fiscal years (less any distributions to stockholders made during such period). Where the above test is not met, cash dividends may still be paid, with the prior approval of the DBO, in an amount not exceeding the greatest of (i) retained earnings of the Bank; (ii) the net income of the Bank for its last fiscal year; or (iii) the net income of the Bank for its current fiscal year. Future cash dividends by the Bank will also depend upon management’s assessment of future capital requirements, contractual restrictions, and other factors.

Operations and Consumer Compliance Laws

The Bank must comply with numerous federal and state anti-money laundering and consumer protection statutes and implementing regulations, including the USA Patriot Act, the Bank Secrecy Act, the Foreign Account Tax Compliance Act, the CRA, the Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act, the Equal Credit Opportunity Act, the Truth in Lending Act, the Fair Housing Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the National Flood Insurance Act, the California Homeowner Bill of Rights and various federal and state privacy protection laws. The Bank and the Company are also subject to federal and state laws prohibiting unfair or fraudulent business practices, untrue or misleading advertising, and unfair competition.

These laws and regulations also mandate certain disclosure and reporting requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans, collecting loans, and providing other services. Failure to comply with these laws and regulations can subject the Bank to lawsuits and penalties, including enforcement actions, injunctions, fines or criminal penalties, punitive damages to consumers, and the loss of certain contractual rights.

Federal Home Loan Bank System

The Bank is a member of the FHLB of San Francisco. Among other benefits, each FHLB serves as a reserve or central bank for its members within its assigned region. Each FHLB is financed primarily from the sale of consolidated obligations of the FHLB system. Each FHLB makes available loans or advances to its members in compliance with the policies and procedures established by the board of directors of the individual FHLB. Each member of the FHLB of San Francisco is required to own stock in an amount equal to the greater of (i) a membership stock requirement with an initial cap of \$15 million (100% of “membership asset value” as defined), or (ii) an activity based stock requirement (based on a percentage of outstanding advances). There can be no assurance that the FHLB will pay dividends at the same rate it has paid in the past, or that it will pay any dividends in the future.

Impact of Monetary Policies

The earnings and growth of the Bank are largely dependent on its ability to maintain a favorable differential or spread between the yield on its interest-earning assets and the rates paid on its deposits and other interest-bearing liabilities. As a result, the Bank’s performance is influenced by general economic conditions, both domestic and foreign, the monetary and fiscal policies of the federal government, and the policies of the regulatory agencies. The Federal Reserve implements national monetary policies (such as seeking to curb inflation and combat recession) by its open-market operations in U.S. government securities, by adjusting the required level of reserves for financial institutions subject to its reserve requirements, and by varying the discount rate applicable to borrowings by banks from the Federal Reserve Banks. The actions of the Federal Reserve in these areas influence the growth of bank loans, investments, and deposits, and also affect interest rates charged on loans and deposits. The nature and impact of any future changes in monetary policies cannot be predicted.

Securities and Corporate Governance

The Bancorp is subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, both as administered by the SEC. As a company listed on the NASDAQ Global Select Market, the Company is subject to NASDAQ listing standards for listed companies. The Bancorp is also subject to the Sarbanes-Oxley Act of 2002, provisions of the Dodd-Frank Act, and other federal and state laws and regulations which address, among other issues, required executive certification of financial presentations, corporate governance requirements for board audit and compensation committees and their members, and disclosure of controls and procedures and internal control over financial reporting, auditing and accounting, executive compensation, and enhanced and timely disclosure of corporate information. NASDAQ has also adopted corporate governance rules, which are intended to allow stockholders and investors to more easily and efficiently monitor the performance of companies and their directors. Under the Sarbanes-Oxley Act, management and the Bancorp’s independent registered public accounting firm are required to assess the effectiveness of the Bancorp’s internal control over financial reporting as of December 31, 2016. These assessments are included in Part II — Item 9A — “Controls and Procedures.”

Federal Banking Agency Compensation Guidelines

Guidelines adopted by the federal banking agencies pursuant to the FDI Act prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal stockholder. In June 2010, the federal banking agencies issued comprehensive guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking.

In addition, the Dodd-Frank Act requires the federal bank regulatory agencies and the SEC to establish joint regulations or guidelines prohibiting certain incentive-based payment arrangements. These regulators must establish regulations or guidelines requiring enhanced disclosure to regulators of incentive-based compensation arrangements. The agencies proposed such regulations in April 2011, but the regulations have not been finalized. In April 2016, the agencies published a notice of proposed rulemaking further revising the incentive-based compensation standards originally proposed in 2011. Similar to the 2011 proposed rule, the 2016 proposed rule would prohibit financial institutions with at least \$1 billion in consolidated assets from establishing or maintaining incentive-based compensation arrangements that encourage inappropriate risk by providing any executive officer, employee, director or principal shareholder who is a covered person with excessive compensation, fees or benefits or that could lead to material financial loss to the covered institution.

The scope, content and application of the U.S. banking regulators' policies on incentive compensation continue to evolve. It cannot be determined at this time whether compliance with such policies will adversely affect the ability of the Bancorp and the Bank to hire, retain and motivate key employees.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as us, that are not "large, complex banking organizations." These reviews will be tailored to each organization based on the scope and complexity of the organization's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the organization's supervisory ratings, which can affect the organization's ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk management control or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

Audit Requirements

The Bank is required to have an annual independent audit, alone or as a part of its bank holding company's audit, and to prepare all financial statements in accordance with U.S. generally accepted accounting principles. The Bank and the Bancorp are also each required to have an audit committee comprised entirely of independent directors. As required by NASDAQ, the Bancorp has certified that its audit committee has adopted formal written charters and meets the requisite number of directors, independence, and other qualification standards. As such, among other requirements, the Bancorp must maintain an audit committee that includes members with banking or related financial management expertise, has access to its own outside counsel, and does not include members who are large customers of the Bank. In addition, because the Bank has more than \$3 billion in total assets, it is subject to the FDIC requirements for audit committees of large institutions.

Regulation of Non-Bank Subsidiaries

Non-bank subsidiaries are subject to additional or separate regulation and supervision by other state, federal and self-regulatory bodies. Additionally, any foreign-based subsidiaries would also be subject to foreign laws and regulations.

Item 1A. Risk Factors.

Difficult business and economic conditions can adversely affect our industry and business.

Our financial performance generally, and the ability of borrowers to pay interest on and repay the principal of outstanding loans and the value of the collateral securing those loans, as well as demand for loans and other products and services we offer, is highly dependent upon the business and economic conditions in the markets in which we operate and in the United States as a whole. Unfavorable or uncertain economic and market conditions could lead to credit quality concerns related to repayment ability and collateral protection as well as reduced demand for the products and services we offer. In recent years there has been gradual improvement in the U.S. economy as evidenced by a rebound in the housing market, lower unemployment and higher equities markets; however, economic growth has been uneven, and opinions vary on the strengthen and direction of the economy. Uncertainties also have arisen regarding the potential for a reversal or renegotiation of international trade agreements and for comprehensive tax reform under the administration of U.S. President Donald J. Trump, and the impact such actions and other policies of the new administration may have on economic and market conditions. In addition, concerns about the performance of international economies, especially in Europe and emerging markets, and economic conditions in Asia, particularly the economies of China and Taiwan, can impact the economy and financial markets here in the United States. These economic pressures on consumers and businesses may continue to adversely affect our business, financial condition, results of operations and stock price. In particular, we may face the following risks in connection with these events:

- Unfavorable market conditions can result in a deterioration in the credit quality of our borrowers and the demand for our products and services, an increase in the number of loan delinquencies, defaults and charge-offs, additional provisions for loan losses, adverse asset values and an overall material adverse effect on the quality of our loan portfolio.
- Economic pressure on consumers and uncertainty regarding continuing economic improvement may result in changes in consumer and business spending, borrowing and saving habits. Such conditions could have a material adverse effect on the credit quality of our loans or our business, financial condition or results of operations.
- The banking industry remains heavily regulated, and notwithstanding the stated intent of the Trump administration to seek to reduce governmental regulations, changes by Congress or federal regulatory agencies to the banking and financial institutions regulatory regime and heightened legal standards and regulatory requirements may continue to be adopted in the future. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities.
- The process we use to estimate losses inherent in our credit exposure requires difficult, subjective, and complex judgments, including qualitative factors that pertain to economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process.
- The value of the portfolio of investment securities that we hold may be adversely affected by increasing interest rates and defaults by debtors.

Our banking operations are concentrated primarily in California, and secondarily in New York, Texas, Massachusetts, Washington, Illinois, New Jersey, Maryland, Nevada, and Hong Kong. The economic conditions in these local markets may be different from, and in some instances worse than, the economic conditions in the United States as a whole. Adverse economic conditions in these regions in particular could impair borrowers' ability to service their loans, decrease the level and duration of deposits by customers, decrease demand for our loans and other services and erode the value of loan collateral. These conditions include the effects of the general decline in real estate sales and prices in many markets across the United States; declines in economic growth, business activity or investor or business confidence; limitations on the availability or increases in the cost of credit and capital; increases in inflation or interest rates; high unemployment; natural disasters; state or local government insolvency; or a combination of these or other factors. These conditions could increase the amount of our non-performing assets and have an adverse effect on our efforts to collect our non-performing loans or otherwise liquidate our non-performing assets (including other real estate owned) on terms favorable to us, if at all, and could also cause a decline in demand for our products and services, or a lack of growth or a decrease in deposits, any of which may cause us to incur losses, adversely affect our capital, and hurt our business.

We may be required to make additional provisions for loan losses and charge off additional loans in the future, which could adversely affect our results of operations.

At December 31, 2016, our allowance for loan losses totaled \$119 million and we had net charge-offs of \$4.3 million for 2016. Although economic conditions in the real estate market in portions of Los Angeles, San Diego, Riverside, and San Bernardino counties and the Central Valley of California where many of our commercial real estate and construction loan customers are based, have improved, the economic recovery in these areas of California is uneven and in some areas rather slow, with relatively high and persistent unemployment. Moreover, rising interest rates may adversely affect real estate sales. As of December 31, 2016, we had approximately \$6.3 billion in commercial real estate and construction loans. Any deterioration in the real estate market generally and in the commercial real estate and residential building segments in particular could result in additional loan charge-offs and provisions for loan losses in the future, which could have a material adverse effect on our financial condition, net income, and capital.

The allowance for credit losses is an estimate of probable credit losses. Actual credit losses in excess of the estimate could adversely affect our results of operations and capital.

A significant source of risk arises from the possibility that we could sustain losses because borrowers, guarantors, and related parties may fail to perform in accordance with the terms of their loans and leases. The underwriting and credit monitoring policies and procedures that we have adopted to address this risk may not prevent unexpected losses that could have a material adverse effect on our business, financial condition, results of operations, and cash flows. The allowance for credit losses is based on management's estimate of the probable losses from our credit portfolio. If actual losses exceed the estimate, the excess losses could adversely affect our results of operations and capital. Such excess losses could also lead to larger allowances for credit losses in future periods, which could in turn adversely affect results of operations and capital in those periods. If economic conditions differ substantially from the assumptions used in the estimate or adverse developments arise with respect to our credits, future losses may occur, and increases in the allowance may be necessary. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the adequacy of our allowance. These agencies may require us to establish additional allowances based on their judgment of the information available at the time of their examinations. No assurance can be given that we will not sustain credit losses in excess of present or future levels of the allowance for credit losses.

We are subject to extensive laws, regulations and supervision, and may become subject to additional laws, regulations and supervision that may be enacted and that could limit or restrict our activities, hamper our ability to increase our assets and earnings, and materially and adversely affect our profitability.

We operate in a highly regulated industry and are or may become subject to regulation by federal, state, and local governmental authorities and various laws, regulations, regulatory guidelines, and judicial and administrative decisions imposing requirements or restrictions on part or all of our operations, capitalization, payment of dividends, mergers and acquisitions, investments, loans and interest rates charged, interest rates paid on deposits, and locations of offices. We also must comply with numerous federal anti-money laundering, tax withholding and reporting, and consumer protection statutes and regulations. A considerable amount of management time and resources have been devoted to the oversight of, and the development and implementation of controls and procedures relating to, compliance with these laws and regulations, and we expect that significant time and resources will be devoted to compliance in the future. These laws and regulations mandate certain disclosure and reporting requirements and regulate the manner in which we must deal with our customers when taking deposits, making loans, collecting loans, and providing other services. We also are, or may become subject to, examination, supervision, and additional comprehensive regulation by various federal, state, and local authorities with regard to compliance with these laws and regulations.

Because our business is highly regulated, the laws, rules, regulations, and supervisory guidance and policies applicable to us are subject to regular modification and change. Perennially, various laws, rules and regulations are proposed, which, if adopted, could impact our operations, increase our capital requirements or substantially restrict our growth and adversely affect our ability to operate profitably by making compliance much more difficult or expensive, restricting our ability to originate or sell loans, or further restricting the amount of interest or other charges or fees earned on loans or other products. In addition, further regulation could increase the assessment rate we are required to pay to the FDIC, adversely affecting our earnings. Furthermore, recent changes to Regulation Z promulgated by the CFPB may make it more difficult for us to underwrite consumer mortgages and to compete with large national mortgage service providers. It is very difficult to predict the competitive impact that any such changes would have on the banking and financial services industry in general or on our business in particular. Such changes may, among other things, increase the cost of doing business, limit permissible activities, or affect the competitive balance between banks and other financial institutions. The Dodd-Frank Act instituted major changes to the banking and financial institutions regulatory regimes in light of the recent performance of and government intervention in the financial services sector. Other changes to statutes, regulations, or regulatory policies, including changes in interpretation or implementation of statutes, regulations, or policies, could affect us in substantial and unpredictable ways. Such changes could, among other things, subject us to additional costs, limit the types of financial services and products we may offer, and/or increase the ability of non-banks to offer competing financial services and products. Failure to comply with laws, regulations, or policies could result in sanctions by regulatory agencies, civil money penalties, and/or reputation damage, which could have a material and adverse effect on our business, financial condition, results of operations and the value of our common stock. See Part I — Item 1 — “Business — Regulation and Supervision.”

Additional requirements imposed by the Dodd-Frank Act could adversely affect us.

Recent government efforts to strengthen the U.S. financial system have resulted in the imposition of additional regulatory requirements, including expansive financial services regulatory reform legislation. The Dodd-Frank Act provided for sweeping regulatory changes and the establishment of strengthened capital and liquidity requirements for banks and bank holding companies, including minimum leverage and risk-based capital requirements no less than the strictest requirements in effect for depository institutions as of the date of enactment; the requirement that bank holding companies serve as a source of financial strength for their depository institution subsidiaries; enhanced regulation of financial markets, including the derivative and securitization markets, and the elimination of certain proprietary trading activities by banks; additional corporate governance and executive compensation requirements; enhanced financial institution safety and soundness regulations; revisions in FDIC insurance assessment fees; the implementation of the qualified mortgage and ability-to-repay rules for mortgage loans; and the establishment of new regulatory bodies, such as the CFPB and the Financial Services Oversight Counsel, to identify emerging systemic risks and improve interagency cooperation. In addition, we are required to conduct stress testing based on certain macroeconomic scenarios to reflect the impact on our income, revenues, balance sheets, and capital levels, the results of which could require us to take certain actions, including being required to raise additional capital. Current and future legal and regulatory requirements, restrictions, and regulations, including those imposed under the Dodd-Frank Act, may adversely impact our profitability, make it more difficult to attract and retain key executives and other personnel, may have a material and adverse effect on our business, financial condition, results of operations and the value of our common stock, and may require us to invest significant management attention and resources to evaluate and make any changes required by the legislation and related regulations.

We are subject to stringent capital requirements, including those required by Basel III.

The U.S. federal bank regulators have jointly adopted new capital requirements on banks and bank holding companies as required by the Dodd-Frank Act, which became effective on January 1, 2015, incorporate the elements of Basel Committee’s Basel III accords and have the effect of raising our capital requirements and imposing new capital requirements beyond those previously required. Increased regulatory capital requirements (and the associated compliance costs) whether due to the adoption of new laws and regulations, changes in existing laws and regulations, or more expansive or aggressive interpretations of existing laws and regulations, may require us to raise additional capital, or impact our ability to pay dividends or pay compensation to our executives, which could have a material and adverse effect on our business, financial condition, results of operations and the value of our common stock. If we do not meet minimum capital requirements, we will be subject to prompt corrective action by federal bank regulatory agencies. Prompt corrective action can include progressively more restrictive constraints on operations, management and capital distributions. For additional discussion regarding our capital requirements, please see “Item 1. Business – Regulation and Supervision – Capital Adequacy Requirements” above.

We may become subject to supervisory action by bank supervisory authorities that could have a material adverse effect on our business, financial condition, and the value of our common stock.

Under federal and state laws and regulations pertaining to the safety and soundness of financial institutions, the Federal Reserve Bank of San Francisco (the “FRB SF”) has authority over the Bancorp and separately the DBO and FDIC have authority over the Bank to compel or restrict certain actions if the Bancorp or the Bank should violate any laws or regulations, if its capital should fall below adequate capital standards as a result of operating losses, or if these regulators otherwise determine that the Bancorp or the Bank have engaged in unsafe or unsound practices, including failure to exercise proper risk oversight over the many areas of the Bancorp’s and the Bank’s operations. These regulators, as well as the CFPB, also have authority over the Bancorp’s and the Bank’s compliance with various statutes and consumer protection and other regulations. Among other matters, the corrective actions that may be required of the Bancorp or the Bank following the occurrence of any of the foregoing may include, but are not limited to, requiring the Bancorp and/or the Bank to enter into informal or formal enforcement orders, including board resolutions, memoranda of understanding, written agreements, supervisory letters, commitment letters, and consent or cease and desist orders to take corrective action and refrain from unsafe and unsound practices; removing officers and directors; assessing civil monetary penalties; and taking possession of, closing and liquidating the Bank. If we are unable to meet the requirements of any corrective actions, we could become subject to supervisory action. The terms of any such supervisory action could have a material and adverse effect on our business, financial condition, results of operations and the value of our common stock.

We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The Bank Secrecy Act, the USA PATRIOT Act of 2001, and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with federal banking regulators, as well as with the U.S. Department of Justice, Drug Enforcement Administration, and Internal Revenue Service. We are also subject to increased scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control and compliance with the Foreign Corrupt Practices Act. In addition, our Hong Kong Branch is subject to the anti-money laundering laws and regulations of Hong Kong. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, including our acquisition plans. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could materially and adversely affect our business, financial condition, results of operations and the value of our common stock.

We are subject to the CRA, fair lending and other laws and regulations, and our failure to comply with these laws and regulations could lead to material penalties.

The CRA, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending and other requirements on financial institutions. The U.S. Department of Justice and other federal agencies, including the FDIC and CFPB, are responsible for enforcing these laws and regulations. A successful challenge to an institution’s performance under the CRA, fair lending and other compliance laws and regulations could result in a wide variety of sanctions, including the required payment of damages and civil money penalties, injunctive relief, imposition of restrictions on mergers and acquisitions activity and restrictions on expansion. Private parties may also have the ability to challenge an institution’s performance under fair lending laws in private class action litigation. The costs of defending, and any adverse outcome from, any such challenge could damage our reputation or could have a material adverse effect on our business, financial condition or results of operations.

Our stress testing processes rely on analytical and forecasting models that may prove to be inadequate or inaccurate, which could adversely affect the effectiveness of our strategic planning and our ability to pursue corporate goals.

In accordance with the Dodd-Frank Act and the Federal Reserve's regulations thereunder, banking organizations with \$10 billion to \$50 billion in assets are required to perform annual capital stress tests. The results of our capital stress tests may require us to increase our regulatory capital, raise additional capital or take or decline to take certain other capital-related actions under certain circumstances. Our stress testing processes also rely on our use of analytical and forecasting models. These models reflect assumptions that may not be accurate, particularly in times of market stress or other unforeseen circumstances. Furthermore, even if our assumptions are accurate predictors of future performance, the models they are based on may prove to be inadequate or inaccurate because of other flaws in their design or implementation. Also, the assumptions we utilize for our stress tests may not be met with regulatory approval, which could result in our stress tests receiving a failing grade. In addition to adversely affecting our reputation, failing our stress tests would likely preclude or delay our growth through acquisition, and would limit our ability to pay any cash dividends

Our deposit insurance premiums could increase in the future, which could have a material adverse impact on future earnings and financial condition.

The FDIC insures deposits at FDIC-insured financial institutions, including the Bank. The FDIC charges insured financial institutions premiums to maintain the Deposit Insurance Fund ("DIF") at a specific level. Unfavorable economic conditions, increased bank failures and additional failures decreased the DIF. In order to restore the DIF to its statutorily mandated minimum of 1.35% of total deposits by September 30, 2020, the FDIC may need to increase deposit insurance premium rates. Insured institutions with assets of \$10 billion or more will be responsible for funding this increase. The FDIC has issued regulations to implement these provisions of the Dodd-Frank Act. It has, in addition, established a higher reserve ratio of 2% as a long term goal which goes beyond what is required by statute. There is no implementation deadline for the 2% ratio. The FDIC may increase the assessment rates or impose additional special assessments in the future to keep the DIF at the statutory target level. Any increase in the Bank's FDIC premiums could have an adverse effect on its financial condition and results of operations.

Our use of third party vendors and our other ongoing third party business relationships are subject to increasing regulatory requirements and attention.

We regularly use third party vendors as part of our business. We also have substantial ongoing business relationships with other third parties. These types of third party relationships are subject to increasingly demanding regulatory requirements and attention by our federal bank regulators. Recent regulation requires us to enhance our due diligence, ongoing monitoring and control over our third party vendors and other ongoing third party business relationships. In certain cases we may be required to renegotiate our agreements with these vendors to meet these enhanced requirements, which could increase our costs. We expect that our regulators will hold us responsible for deficiencies in our oversight and control of our third party relationships and in the performance of the parties with which we have these relationships. As a result, if our regulators conclude that we have not exercised adequate oversight and control over our third party vendors or other ongoing third party business relationships or that such third parties have not performed appropriately, we could be subject to enforcement actions, including civil money penalties or other administrative or judicial penalties or fines as well as requirements for customer remediation, any of which could have a material adverse effect our business, financial condition or results of operations.

We may experience goodwill impairment.

Goodwill is initially recorded at fair value and is not amortized, but is reviewed at least annually or more frequently if events or changes in circumstances indicate that the carrying value may not be fully recoverable. If our estimates of goodwill fair value change, we may determine that impairment charges are necessary. Estimates of fair value are determined based on a complex model using cash flows and company comparisons. If management's estimates of future cash flows are inaccurate, the fair value determined could be inaccurate and impairment may not be recognized in a timely manner.

Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.

Liquidity is essential to our business. An inability to raise funds through deposits, FHLB advances and other borrowings, the sale of loans, and other sources could have a material adverse effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities could be impaired by factors that affect us specifically or the financial services industry in general. Factors that could detrimentally impact our access to liquidity sources include a decrease in the level of our business activity due to a market downturn or adverse regulatory action against us. Deposit balances can decrease when customers perceive alternative investments as providing a better risk/return tradeoff. If customers move money out of bank deposits and into other investments, we would lose a relatively low-cost source of funds, increasing our funding costs and reducing our net interest income and net income. Our ability to acquire deposits or borrow could also be impaired by factors that are not specific to us, such as a severe disruption of the financial markets or negative views and expectations about the prospects for the financial services industry as a whole.

Based on past experience, we believe that our deposit accounts are relatively stable sources of funds. If we increase interest rates paid to retain deposits, our earnings may be adversely affected, which could have an adverse effect on our business, financial condition and results of operations. Any decline in available funding could adversely impact our ability to originate loans, invest in securities, meet our expenses, pay dividends to our stockholders or to fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse impact on our liquidity, business, financial condition and results of operations.

Our business is subject to interest rate risk, and fluctuations in interest rates could reduce our net interest income and adversely affect our business.

A substantial portion of our income is derived from the differential, or "spread," between the interest earned on loans, investment securities, and other interest-earning assets, and the interest paid on deposits, borrowings, and other interest-bearing liabilities. The interest rate risk inherent in our lending, investing, and deposit taking activities is a significant market risk to us and our business. Income associated with interest earning assets and costs associated with interest-bearing liabilities may not be affected uniformly by fluctuations in interest rates. The magnitude and duration of changes in interest rates, events over which we have no control, may have an adverse effect on net interest income. Prepayment and early withdrawal levels, which are also impacted by changes in interest rates, can significantly affect our assets and liabilities. Increases in interest rates may adversely affect the ability of our floating rate borrowers to meet their higher payment obligations, which could in turn lead to an increase in non-performing assets and net charge-offs.

Generally, the interest rates on our interest-earning assets and interest-bearing liabilities do not change at the same rate, to the same extent, or on the same basis. Even assets and liabilities with similar maturities or periods of re-pricing may react in different degrees to changes in market interest rates. Interest rates on certain types of assets and liabilities may fluctuate in advance of changes in general market interest rates, while interest rates on other types of assets and liabilities may lag behind changes in general market rates. Certain assets, such as fixed and adjustable rate mortgage loans, have features that limit changes in interest rates on a short-term basis and over the life of the asset. Therefore, as interest rates begin to increase, if our floating rate interest-earning assets do not reprice faster than our interest-bearing liabilities in a rising rate environment, our net interest income and, in turn, our profitability, could be adversely affected.

We seek to minimize the adverse effects of changes in interest rates by structuring our asset-liability composition to obtain the maximum spread. We use interest rate sensitivity analysis and a simulation model to assist us in estimating the optimal asset-liability composition. However, such management tools have inherent limitations that impair their effectiveness. Moreover, the long-term effects of the Federal Reserve's unprecedented quantitative easing and tapering off are unknown, and while interest rates have begun to increase, they remain at historically low levels. There can be no assurance that we will be successful in minimizing the adverse effects of changes in interest rates.

We have engaged in expansion through acquisitions and may consider additional acquisitions in the future, which could negatively affect our business and earnings.

We have engaged in expansion through acquisitions and may consider other acquisitions in the future. There are risks associated with any such expansion. These risks include, among others, incorrectly assessing the asset quality of a bank acquired in a particular transaction, encountering greater than anticipated costs in integrating acquired businesses, facing resistance from customers or employees, and being unable to profitably deploy assets acquired in the transaction. Additional country- and region-specific risks are associated with transactions outside the United States, including in China. To the extent we issue capital stock in connection with additional transactions, if any, these transactions and related stock issuances may have a dilutive effect on earnings per share and share ownership.

Our earnings, financial condition, and prospects after a merger or acquisition depend in part on our ability to successfully integrate the operations of the acquired company. We may be unable to integrate operations successfully or to achieve expected cost savings. Any cost savings which are realized may be offset by losses in revenues or other charges to earnings. As with any acquisition of financial institutions, there also may be business disruptions that cause us to lose customers or cause customers to remove their accounts from us and move their business to competing financial institutions.

In addition, our ability to grow may be limited if we cannot make acquisitions. We compete with other financial institutions with respect to proposed acquisitions. We cannot predict if or when we will be able to identify and attract acquisition candidates or make acquisitions on favorable terms.

Inflation and deflation may adversely affect our financial performance.

The Consolidated Financial Statements and related financial data presented in this report have been prepared in accordance with accounting principles generally accepted in the United States. These principles require the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation or deflation. The primary impact of inflation on our operations is reflected in increased operating costs. Conversely, deflation will tend to erode collateral values and diminish loan quality. Virtually all of our assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on our performance than the general levels of inflation or deflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the price of goods and services.

Concentration of risk increases the potential for significant losses.

We have naturally developed concentrated exposures to those markets and asset classes in which we have specific knowledge or competency. In particular, we primarily operate in California markets with a concentration of Chinese-American individuals and businesses, and commercial and commercial real estate loans constitute a significant portion of our loan portfolio. In management's judgment, our extensive experience within these concentration areas helps us to better evaluate underwriting and other associated risks with extending credit. However, the presence of similar exposures concentrated in certain asset classes leaves us exposed to the risk of a focused downturn within a concentration area. Thus, our concentration in the California markets increases our exposure to materially higher credit losses if there is a deterioration in the economic conditions, housing conditions or real estate values in the California markets. Our concentration in commercial and commercial real estate lending also increases our exposure to risks generally associated with such lending. Our commercial and commercial real estate loans may have a greater risk of loss than residential mortgage loans, in part because these loans are generally larger or more complex to underwrite and are characterized by having a limited supply of real estate at commercially attractive locations, long delivery time frames for development and high interest rate sensitivity. Unexpected deterioration in the credit quality of our commercial or commercial real estate loan portfolios would require us to increase our provision for loan losses, which would reduce our profitability and could materially adversely affect our business, financial condition and results of operations. Moreover, with respect to commercial real estate loans, federal and state banking regulators are examining commercial real estate lending activity with heightened scrutiny and may require banks with higher levels of commercial real estate loans to implement more stringent underwriting, internal controls, risk

management policies and portfolio stress testing, as well as possibly higher levels of allowances for losses and capital levels as a result of commercial real estate lending growth and exposures.

As we expand our business outside of California markets, we will encounter risks that could adversely affect us.

We primarily operate in California markets with a concentration of Chinese-American individuals and businesses; however, one of our strategies is to expand beyond California into other domestic markets that have concentrations of Chinese-American individuals and businesses. We currently have operations in eight other states (New York, Texas, Washington, Massachusetts, Illinois, New Jersey, Maryland, and Nevada) and in Hong Kong. In the course of this expansion, we will encounter significant risks and uncertainties that could have a material adverse effect on our operations. These risks and uncertainties include increased expenses and operational difficulties arising from, among other things, our ability to attract sufficient business in new markets, to manage operations in noncontiguous market areas, to comply with all of the various local laws and regulations, and to anticipate events or differences in markets in which we have no current experience.

To the extent that we expand through acquisitions, such acquisitions may also adversely harm our business if we fail to adequately address the financial and operational risks associated with such acquisitions. For example, risks can include difficulties in assimilating the operations, technology, and personnel of the acquired company; diversion of management's attention from other business concerns; inability to maintain uniform standards, controls, procedures, and policies; potentially dilutive issuances of equity securities; the incurring of additional debt and contingent liabilities; use of cash resources; large write-offs; and amortization expenses related to other intangible assets with finite lives.

Our loan portfolio is largely secured by real estate, which has adversely affected and may continue to adversely affect our results of operations.

The downturn in the real estate markets in recent years hurt our business because many of our loans are secured by real estate. The real estate collateral securing our borrowers' obligations is principally located in California, and to a lesser extent, in New York, Texas, Massachusetts, Washington, Illinois, New Jersey, Maryland, and Nevada. The value of such collateral depends upon conditions in the relevant real estate markets. These include general or local economic conditions and neighborhood characteristics, unemployment rates, real estate tax rates, the cost of operating the properties, governmental regulations and fiscal policies, acts of nature including earthquakes, floods, and hurricanes (which may result in uninsured losses), and other factors beyond our control. The direction of real estate sales and prices in many markets across the United States is not currently predictable and reductions in the value of our real estate collateral could cause us to have to foreclose on the real estate. If we are not able to realize a satisfactory amount upon foreclosure sales, we may have to own the properties, subjecting us to exposure to the risks and expenses associated with ownership. Continued declines in real estate sales and prices coupled with any weakness in the economy and continued high unemployment will result in higher than expected loan delinquencies or problem assets, a decline in demand for our products and services, or a lack of growth or a decrease in deposits, which may cause us to incur losses, adversely affect our capital, and hurt our business.

The risks inherent in construction lending may continue to affect adversely our results of operations. Such risks include, among other things, the possibility that contractors may fail to complete, or complete on a timely basis, construction of the relevant properties; substantial cost overruns in excess of original estimates and financing; market deterioration during construction; and lack of permanent take-out financing. Loans secured by such properties also involve additional risk because they have no operating history. In these loans, loan funds are advanced upon the security of the project under construction (which is of uncertain value prior to completion of construction) and the estimated operating cash flow to be generated by the completed project. There is no assurance that such properties will be sold or leased so as to generate the cash flow anticipated by the borrower. A general decline in real estate sales and prices across the United States or locally in the relevant real estate market, a decline in demand for residential real estate, economic weakness, high rates of unemployment, and reduced availability of mortgage credit, are some of the factors that can adversely affect the borrowers' ability to repay their obligations to us and the value of our security interest in collateral, and thereby adversely affect our results of operations and financial results.

Our use of appraisals in deciding whether to make a loan on or secured by real property does not ensure the value of the real property collateral.

In considering whether to make a loan secured by real property, we require an appraisal of the property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is made. If the appraisal does not reflect the amount that may be obtained upon any sale or foreclosure of the property, we may not realize an amount equal to the indebtedness secured by the property.

Liabilities from environmental regulations could materially and adversely affect our business and financial condition.

In the course of the Bank's business, the Bank may foreclose and take title to real estate, and could be subject to environmental liabilities with respect to these properties. The Bank may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clear up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, as the owner or former owner of any contaminated site, the Bank may be subject to common law claims by third parties based on damages, and costs resulting from environmental contamination emanating from the property. If the Bank ever becomes subject to significant environmental liabilities, its business, financial condition, results of operations and the value of our common stock could be materially and adversely affected.

We face substantial competition from our competitors.

We face substantial competition for deposits, loans, and for other banking services, as well as acquisitions, throughout our market area from the major banks and financial institutions that dominate the commercial banking industry. This may cause our cost of funds to exceed that of our competitors. These banks and financial institutions, including those with foreign ownership, have greater resources than we do, including the ability to finance advertising campaigns and allocate their investment assets to regions of higher yield and demand and make acquisitions. By virtue of their larger capital bases, they have substantially greater lending limits than we do and perform certain functions, including trust services, which are not presently offered by us. We also compete for loans and deposits, as well as other banking services, such as payment services, with savings and loan associations, savings banks, brokerage houses, insurance companies, mortgage companies, credit unions, credit card companies and other financial and non-financial institutions and entities. These factors and ongoing consolidation among insured institutions in the financial services industry may materially and adversely affect our ability to market our products and services. Significant increases in the costs of monitoring and ensuring compliance with new banking regulations and the necessary costs of upgrading information technology and data processing capabilities can have a disproportionate impact on our ability to compete with larger institutions.

We are dependent on key personnel and the loss of one or more of those key personnel may materially and adversely affect our prospects.

Competition for qualified employees and personnel in the banking industry is intense and there are a limited number of qualified persons with knowledge of, and experience in, the communities that we serve. The process of recruiting personnel with the combination of skills and attributes required to carry out our strategies is often lengthy. Our success depends to a significant degree upon our ability to attract and retain qualified management, loan origination, finance, administrative, marketing, and technical personnel and upon the continued contributions of our management and personnel. In particular, our success has been and continues to be highly dependent upon the abilities of key executives and certain other employees, including, but not limited to, our Chief Executive Officer, Pin Tai, and our Chief Financial Officer, Heng W. Chen.

Our compensation practices are subject to review and oversight by the FDIC, the DBO, the Federal Reserve and other regulators. We may be subject to limitations on compensation practices, which may or may not affect our competitors, by the FDIC, the DBO, the Federal Reserve or other regulators. These limitations could further affect our ability to attract and retain our executive officers and other key personnel. In April 2011 and April 2016, the Federal Reserve, other federal banking agencies and the SEC jointly published proposed rules designed to implement provisions of the Dodd-Frank Act prohibiting incentive compensation arrangements that would encourage inappropriate risk taking at covered financial institutions, which includes a bank or bank holding company with \$1 billion or more of assets, such as the Bancorp and the Bank. It cannot be determined at this time whether or when a final rule will be adopted and whether compliance with such a final rule will substantially affect the manner in which we structure compensation for our executives and other employees. Depending on the nature and application of the final rules, we may not be able to successfully compete with certain financial institutions and other companies that are not subject to some or all of the rules to retain and attract executives and other high performing employees. If this were to occur, our business, financial condition and results of operations could be adversely affected, perhaps materially.

Managing reputational risk is important to attracting and maintaining customers, investors, and employees.

Threats to our reputation can come from many sources, including adverse sentiment about financial institutions generally, unethical practices, employee misconduct, failure to deliver minimum standards of service or quality, compliance deficiencies, failure to protect confidential client information and questionable, illegal, or fraudulent activities of our customers. We have policies and procedures in place that seek to protect our reputation and promote ethical conduct, but these policies and procedures may not be fully effective. Negative publicity regarding our business, employees, or customers, with or without merit, may result in the loss of customers, investors, and employees, costly litigation, a decline in revenues, and increased governmental regulation.

Natural disasters and geopolitical events beyond our control could adversely affect us.

Natural disasters such as earthquakes, landslides, wildfires, extreme weather conditions, hurricanes, floods, and other acts of nature and geopolitical events involving civil unrest, changes in government regimes, terrorism, or military conflict could adversely affect our business operations and those of our customers and cause substantial damage and loss to real and personal property. These natural disasters and geopolitical events could impair our borrowers' ability to service their loans, decrease the level and duration of deposits by customers, erode the value of loan collateral, and result in an increase in the amount of our non-performing loans and a higher level of non-performing assets (including real estate owned), net charge-offs, and provision for loan losses, which could materially and adversely affect our business, financial condition, results of operations and the value of our common stock.

Adverse conditions in Asia and elsewhere could adversely affect our business.

A substantial number of our customers have economic and cultural ties to Asia and, as a result, we are likely to feel the effects of adverse economic and political conditions in Asia, including the effects of rising inflation or slowing growth and volatility in the real estate and stock markets in China and other regions. Additionally, we maintain a branch in Hong Kong. U.S. and global economic policies, military tensions, and unfavorable global economic conditions may adversely impact the Asian economies. In addition, pandemics and other public health crises or concerns over the possibility of such crises could create economic and financial disruptions in the region. A significant deterioration of economic conditions in Asia could expose us to, among other things, economic and transfer risk, and we could experience an outflow of deposits by those of our customers with connections to Asia. Transfer risk may result when an entity is unable to obtain the foreign exchange needed to meet its obligations or to provide liquidity. This may adversely impact the recoverability of investments with or loans

made to such entities. Adverse economic conditions in Asia, and in China or Taiwan in particular, may also negatively impact asset values and the profitability and liquidity of our customers who operate in this region.

We depend on the accuracy and completeness of information about customers.

In deciding whether to extend credit, open a bank account or enter into other transactions with customers, we may rely on information furnished to us by or on behalf of customers, including financial statements and other financial information. We also may rely on representations of customers as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. We may further rely on invoices, contracts, and other supporting documentation provided by our customers, as well as our customers' representations that their financial statements conform to U.S. GAAP (or other applicable accounting standards in foreign markets) and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. We also may rely on customer representations and certifications, or other audit or accountants' reports, with respect to the business and financial condition of our clients. Our financial condition, results of operations, financial reporting or reputation could be negatively affected if we rely on materially misleading, false, inaccurate or fraudulent information.

Our information systems may experience failures, interruptions, or breaches in security, which could have a material and adverse effect on our business, financial condition, results of operations and the value of our common stock.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption, or breach or threatened breach of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan, and other systems. In the course of providing financial services, we store personally identifiable data concerning customers and employees of customers. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption, or breaches of our information systems, there can be no assurance that any such failures, interruptions, or breaches will not occur or, if they do occur, that they will be adequately addressed. Privacy laws and regulations are matters of growing public concern and are continually changing in the states in which we operate.

In recent periods, there has been a rise in electronic fraudulent activity, security breaches, and cyber-attacks within the financial services industry, especially in the banking sector. Some financial institutions have reported breaches of their websites and systems, some of which have involved sophisticated and targeted attacks intended to misappropriate sensitive or confidential information, destroy or corrupt data, disable or degrade service, disrupt operations or sabotage systems. These breaches can remain undetected for an extended period of time. The secure maintenance and transmission of confidential information, as well as the secure execution of transactions over our systems, are essential to protect us and our customers against fraud and security breaches and to maintain our customers' confidence. Increases in criminal activity levels and sophistication, advances in computer capabilities, and other developments could result in a compromise or breach of the technology, processes, and controls that we use to prevent fraudulent transactions or to protect data about us, our customers, and underlying transactions, as well as the technology used by our customers to access our systems. Cyber security risks may also occur with our third-party service providers, and may interfere with their ability to fulfill their contractual obligations to us, with attendant potential for financial loss or liability that could adversely affect our financial condition or results of operations. These risks will likely continue to increase in the future as we continue to increase our offerings of mobile services and other Internet or web-based products.

The occurrence of any failures, interruptions, or breaches could damage our reputation, result in a loss of customers, cause us to incur additional costs (including remediation and cyber security protection costs), disrupt our operations, affect our ability to grow our online and mobile banking services, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our business, financial condition, results of operations and the value of our common stock.

Our need to continue to adapt our information technology systems to allow us to provide new and expanded service could present operational issues, require significant capital spending, and disrupt our business.

The financial services market, including banking services, is undergoing rapid changes with frequent introductions of new technology-driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and may enable us to reduce costs. Our future success may depend, in part, on our ability to use technology to provide products and services that provide convenience to customers and to create additional efficiencies in our operations. As we continue to offer Internet banking and other online and mobile services to our customers, and continue to expand our existing conventional banking services, we will need to adapt our information technology systems to handle these changes in a way that meets constantly changing industry and regulatory standards. This can be very expensive and may require significant capital expenditures. In addition, our success will depend on, among other things, our ability to provide secure and reliable services, anticipate changes in technology, and efficiently develop and introduce services that are accepted by our customers and cost effective for us to provide. Some of our competitors have substantially greater resources to invest in technological improvements than we currently have. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. As a result, our ability to effectively compete to retain or acquire new business may be impaired, and our business, financial condition or results of operations, may be adversely affected.

We may incur significant losses as a result of ineffective risk management processes and strategies.

We are exposed to many types of operational risks, including liquidity risk, credit risk, market risk, interest rate risk, legal and compliance risk, strategic risk, information security risk, and reputational risk. We are also reliant upon our employees, and our operations are subject to the risk of fraud, theft or malfeasance by our employees. We seek to monitor and control our risk exposure through a risk and control framework encompassing a variety of separate but complementary financial, credit, operational and compliance systems, and internal control and management review processes. However, these systems and review processes and the judgments that accompany their application may not be effective and, as a result, we may not anticipate every economic and financial outcome in all market environments or the specifics and timing of such outcomes, particularly in the event of the kinds of dislocations in market conditions experienced during the recession, which highlight the limitations inherent in using historical data to manage risk. If those systems and review processes prove to be ineffective in identifying and managing risks, our business, financial condition, results of operations and the value of our common stock could be materially and adversely affected. We may also suffer severe reputational damage.

Our business and financial results could be impacted materially by adverse results in legal proceedings.

Various aspects of our operations involve the risk of legal liability. We have been, and expect to continue to be, named or threatened to be named as defendants in legal proceedings arising from our business activities. We establish accruals for legal proceedings when information related to the loss contingencies represented by those proceedings indicates both that a loss is probable and that the amount of the loss can be reasonably estimated, but we do not have accruals for all legal proceedings where we face a risk of loss. In addition, amounts accrued may not represent the ultimate loss to us from those legal proceedings. Thus, our ultimate losses may be higher or lower, and possibly significantly so, than the amounts accrued for loss contingencies arising from legal proceedings, and these losses could have a material and adverse effect on our business, financial condition, results of operations and the value of our common stock.

Certain provisions of our charter and bylaws could make the acquisition of our company more difficult.

Certain provisions of our restated certificate of incorporation, as amended, and our restated bylaws, as amended, could make the acquisition of our company more difficult. These provisions include authorized but unissued shares of preferred and common stock that may be issued without stockholder approval; three classes of directors serving staggered terms; special requirements for stockholder proposals and nominations for director; and super-majority voting requirements in certain situations including certain types of business combinations.

Our financial results could be adversely affected by changes in accounting standards or tax laws and regulations.

From time to time, the Financial Accounting Standards Board and the SEC will change the financial accounting and reporting standards that govern the preparation of our financial statements. In addition, from time to time, federal and state taxing authorities will change the tax laws and regulations, and their interpretations. These changes and their effects can be difficult to predict and can materially and adversely impact how we record and report our financial condition and results of operations.

The price of our common stock may fluctuate significantly, and this may make it difficult for you to sell shares of common stock owned by you at times or at prices you find attractive.

The trading price of our common stock may fluctuate widely as a result of a number of factors, many of which are outside our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations could adversely affect the market price of our common stock. Among the factors that could affect our stock price are:

- actual or anticipated quarterly fluctuations in our operating results and financial condition and prospects;
- changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- acquisitions of other banks or financial institutions;
- actions by institutional stockholders;
- fluctuations in the stock price and operating results of our competitors;
- general market conditions and, in particular, developments related to market conditions for the financial services industry;
- proposed or adopted regulatory changes or developments;
- anticipated or pending investigations, proceedings, or litigation that involve or affect us;
- successful management of reputational risk; and
- domestic and international economic factors, such as interest or foreign exchange rates, stock, commodity, credit, or asset valuations or volatility, unrelated to our performance.

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility. As a result, the market price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate more than usual and cause significant price variations to occur. The trading price of the shares of our common stock and the value of our other securities will depend on many factors, which may change from time to time, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales of our equity or equity related securities, and other factors identified above in "Forward-Looking Statements," and in this Item 1A — "Risk Factors." The capital and credit markets can experience volatility and disruption. Such volatility and disruption can reach unprecedented levels, resulting in downward pressure on stock prices and credit availability for certain issuers without regard to their underlying financial strength. A significant decline in our stock price could result in substantial losses for individual stockholders and could lead to costly and disruptive securities litigation.

Statutory restrictions and restrictions by our regulators on dividends and other distributions from the Bank may adversely impact us by limiting the amount of distributions the Bancorp may receive. Statutory and contractual restrictions and our regulators may also restrict the Bancorp's ability to pay dividends.

The ability of the Bank to pay dividends to us is limited by various regulations and statutes, including California law, and our ability to pay dividends on our outstanding stock is limited by various regulations and statutes, including Delaware law.

A substantial portion of the Bancorp's cash flow comes from dividends that the Bank pays to us. Various statutory provisions restrict the amount of dividends that the Bank can pay to us without regulatory approval.

The Federal Reserve Board has previously issued Federal Reserve Supervision and Regulation Letter SR-09-4 that states that bank holding companies are expected to inform and consult with the Federal Reserve supervisory staff prior to taking any actions that could result in a diminished capital base, including any payment or increase in the rate of dividends. In addition, if we are not current in our payment of dividends on our Junior Subordinated Notes, we may not pay dividends on our common stock. Further, new capital conservation buffer requirements will limit the ability of the Bank to pay dividends to the Bancorp if we are not compliant with those capital cushions.

If the Bank were to liquidate, the Bank's creditors would be entitled to receive distributions from the assets of the Bank to satisfy their claims against the Bank before the Bancorp, as a holder of the equity interest in the Bank, would be entitled to receive any of the assets of the Bank as a distribution or dividend.

The restrictions described above, together with the potentially dilutive impact of the warrant initially issued to the U.S. Treasury in connection with our participation in the TARP Capital Purchase Program and subsequently sold by the U.S. Treasury in a secondary public offering, could have a negative effect on the value of our common stock. Moreover, holders of our common stock are entitled to receive dividends only when, as and if declared by our Board of Directors. Although we have historically paid cash dividends on our common stock, we are not required to do so and our Board of Directors could reduce or eliminate our common stock dividend in the future, which could adversely affect the market price of our common stock.

The issuance of preferred stock could adversely affect holders of common stock, which may negatively impact their investment.

Our Board of Directors is authorized to issue preferred stock without any action on the part of the stockholders. The board of directors also has the power, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights and preferences over the common stock with respect to dividends or upon the liquidation, dissolution, or winding up of our business and other terms. If we issue preferred stock in the future that has a preference over the common stock with respect to the payment of dividends or upon liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of the common stock, the rights of holders of the common stock or the market price of the common stock could be adversely affected.

Our outstanding debt securities restrict our ability to pay dividends on our capital stock.

We have issued an aggregate of \$119.1 million in trust preferred securities (collectively, the "Trust Preferred Securities"). Payments to investors in respect of the Trust Preferred Securities are funded by distributions on certain series of securities issued by us, with similar terms to the relevant series of Trust Preferred Securities, which we refer to as the "Junior Subordinated Notes." If we are unable to pay interest in respect of the Junior Subordinated Notes (which will be used to make distributions on the Trust Preferred Securities), or if any other event of default occurs, then we will generally be prohibited from declaring or paying any dividends or other distributions, or redeeming, purchasing or acquiring, any of our capital securities, including the common stock, during the next succeeding interest payment period applicable to any of the Junior Subordinated Notes.

Moreover, any other financing agreements that we enter into in the future may limit our ability to pay cash dividends on our capital stock, including the common stock. In the event that any other financing agreements in the future restrict our ability to pay such dividends, we may be unable to pay dividends in cash on the common stock unless we can refinance amounts outstanding under those agreements.

We may need to raise additional capital which may dilute the interests of holders of our common stock or otherwise have an adverse effect on their investment.

Should economic conditions deteriorate, particularly in the California commercial real estate and residential real estate markets where our business is concentrated, we may need to raise more capital to support any additional provisions for loan losses and loan charge-offs. In addition, we may need to raise more capital to meet other regulatory requirements, including new required capital standards, if our losses are higher than expected, if we are unable to meet our capital requirements, or if additional capital is required for our growth. There can be no assurance that we would succeed in raising any such additional capital, and any capital we obtain may dilute the interests of holders of our common stock, or otherwise have an adverse effect on their investment.

The soundness of other financial institutions could adversely affect us.

Financial institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial industry, including brokers and dealers, commercial banks, investment banks, and other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due us. The failure of financial institutions can also result in increased FDIC assessments for the Deposit Insurance Fund. Any such losses or increased assessments could have a material adverse effect on our financial condition and results of operations.

Item 1B. Unresolved Staff Comments.

The Company has not received written comments regarding its periodic or current reports from the staff of the Securities and Exchange Commission that were issued not less than 180 days before the end of its 2016 fiscal year and that remain unresolved.

Item 2. Properties.

Cathay General Bancorp

The Bancorp currently neither owns nor leases any real or personal property. The Bancorp uses the premises, equipment, and furniture of the Bank at 777 North Broadway, Los Angeles, California 90012 and at 9650 Flair Drive, El Monte, California 91731, in exchange for payment of a management fee to the Bank.

Cathay Bank

The Bank's head office is located in a 36,727 square foot building in the Chinatown area of Los Angeles. The Bank owns both the building and the land upon which the building is situated. The Bank maintains certain of its administrative offices at a seven-story 102,548 square foot office building located at 9650 Flair Drive, El Monte, California 91731. The Bank also owns this building and land in El Monte.

The Bank owns its branch offices in Monterey Park, Alhambra, Westminster, San Gabriel, City of Industry, Cupertino, Artesia, New York City (2 locations), Flushing (3 locations), Chicago, and Rockville in the state of Maryland. In addition, the Bank has certain operating and administrative departments located at 4128 Temple City Boulevard, Rosemead, California, where it owns the building and land with approximately 27,600 square feet of space.

The other branch and representative offices and other properties are leased by the Bank under leases with expiration dates ranging from March 2017 to June 2027, exclusive of renewal options. As of December 31, 2016, the Bank's investment in premises and equipment totaled \$105.6 million, net of accumulated depreciation. See Note 7 and Note 13 to the Consolidated Financial Statements.

Item 3. Legal Proceedings.

The Company and its subsidiaries and their property are not currently a party or subject to any material pending legal proceeding.

Item 4. Mine Safety Disclosures.

Not Applicable.

Executive Officers of the Registrant.

The table below sets forth the names, ages, and positions at the Bancorp and the Bank of all executive officers of the Company as of February 15, 2017.

Name	Age	Present Position and Principal Occupation During the Past Five Years
Dunson K. Cheng	72	Executive Chairman of the Boards of Directors of the Bancorp and the Bank since October 2016; Director of the Bancorp since 1990; Director of the Bank since 1982; Chairman of the Boards of Directors of the Bancorp and the Bank from 1994 to September 2016; President of the Bank from 1985 to March 2015; President and Chief Executive Officer of the Bancorp from 1990 to September 2016.
Pin Tai	62	Chief Executive Officer and President of the Bancorp since October 2016; Chief Executive Officer of the Bank since October 2016; Director and President of the Bank since April 2015; Chief Lending Officer of the Bank from 2013 to March 2015; Executive Vice President of the Bank from 2006 to 2015; Deputy Chief Lending Officer and General Manager of Eastern Regions of the Bank from 2010 to 2013; General Manager of Eastern Regions of the Bank from 2006 to 2009.
Irwin Wong	68	Chief Operating Officer of the Bank since April 2015; Senior Executive Vice President since 2014, Chief Retail Administration and Regulatory Affairs Officer of the Bank from January 2014 to March 2015; Executive Vice President and Chief Risk Officer of the Bank from 2011 to 2013; Executive Vice President-Branch Administration of the Bank from 1999 to 2011.
Heng W. Chen	64	Executive Vice President, Chief Financial Officer, and Treasurer of the Bancorp since 2003; Executive Vice President of the Bank since 2003; Chief Financial Officer of the Bank since 2004.
Donald S. Chow	66	Executive Vice President and Chief Credit Officer of the Bank since 2014; Consultant of the Office of the President from August to December 2013; Executive Vice President and Senior Credit Supervisor of East West Bank from 2009 to 2013; and President of Desert Community Bank, a division of East West Bank, from 2007 to 2009.
Kim R. Bingham	60	Chief Risk Officer of the Bank since 2014; Executive Vice President of the Bank since 2004; Chief Credit Officer of the Bank from 2004 to 2013.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is listed on the NASDAQ Global Select Market under the symbol "CATY." The closing price of our common stock on February 15, 2017, was \$39.05 per share, as reported by the NASDAQ Global elect Market.

The following table sets forth the high and low closing prices as reported on the NASDAQ Global Select Market for the periods presented:

	2016		2015	
	High	Low	High	Low
First quarter	\$ 30.12	\$ 25.65	\$ 28.45	\$ 23.07
Second quarter	31.25	26.27	33.37	28.32
Third quarter	31.53	26.79	34.14	27.73
Fourth quarter	38.56	28.89	34.52	29.36

*Holder*s

As of February 15, 2017, there were approximately 1,461 holders of record of our common stock.

Dividends

The cash dividends per share declared by quarter were as follows:

	Year Ended December 31,	
	2016	2015
First quarter	\$ 0.18	\$ 0.10
Second quarter	0.18	0.14
Third quarter	0.18	0.14
Fourth quarter	0.21	0.18
Total	<u>\$ 0.75</u>	<u>\$ 0.56</u>

For information concerning restrictions on the payment of dividends, see Part II — Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Capital Resources — Dividend Policy,” and Note 12 to the Consolidated Financial Statements.

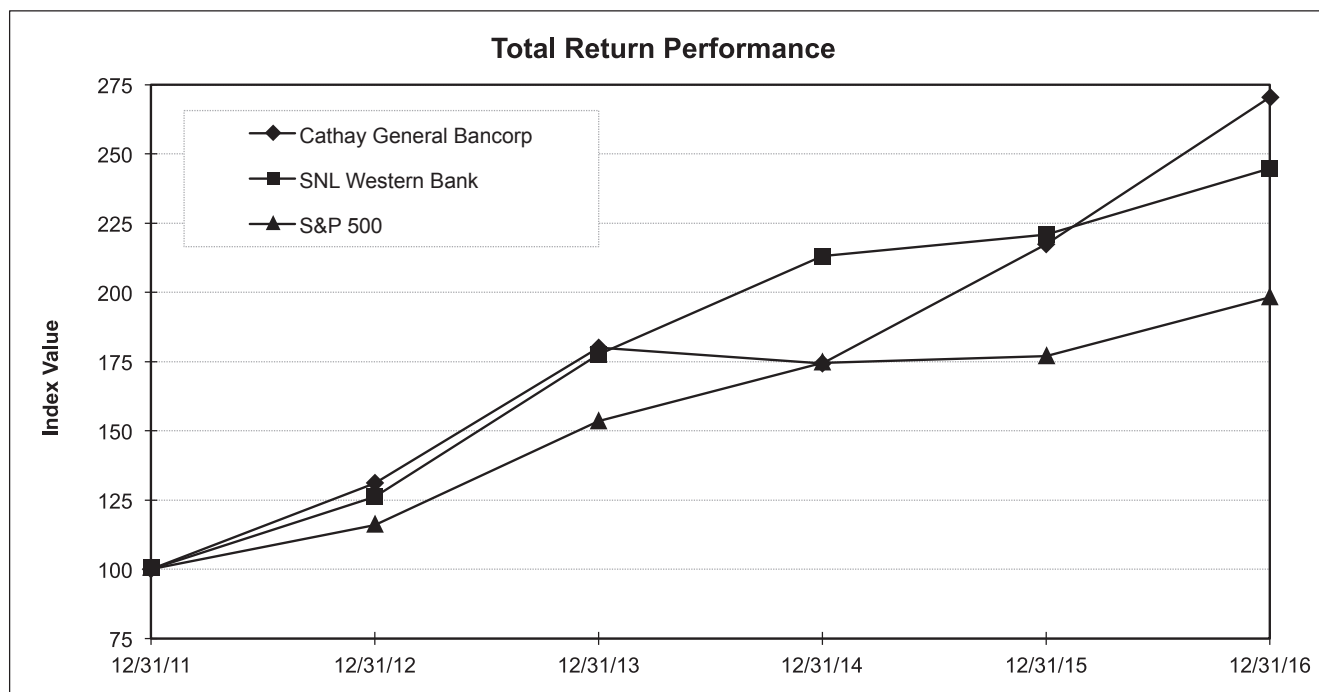
Securities Authorized for Issuance under Equity Compensation Plans

The information required by this item regarding equity compensation plans is incorporated by reference to the information set forth in Part III, Item 12 in this report.

Performance Graph

The graph and accompanying information furnished below shows the cumulative total stockholder return over the past five years assuming the investment of \$100 on December 31, 2011 (and the reinvestment of dividends thereafter) in each of our common stock, the SNL Western Bank Index and the S&P 500 Index. The SNL Western Bank Index is a market-weighted index comprised of publicly traded banks and bank holding companies (including the Company) most of which are based in California and the remainder of which are based in eight other western states, including Oregon, Washington, and Nevada. We will furnish, without charge, on the written request of any person who is a stockholder of record as of the record date for the 2017 annual meeting of stockholders, a list of the companies included in the SNL Western Bank Index. Requests for this information should be addressed to Lisa L. Kim, Secretary, Cathay General Bancorp, 777 North Broadway, Los Angeles, California 90012.

NOTE: The comparisons in the graph below are based upon historical data and are not indicative of, or intended to forecast, the future performance of, or returns on, our common stock. Such information furnished herewith shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, and shall not be deemed to be “soliciting material” or to be “filed” under the Securities Act or the Securities Exchange Act with the Securities and Exchange Commission except to the extent that the Company specifically requests that such information be treated as soliciting material or specifically incorporates it by reference into a filing under the Securities Act or the Securities Exchange Act.



<i>Index</i>	<i>Period Ending</i>					
	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16
Cathay General Bancorp .	100.00	131.12	180.05	174.36	217.45	270.38
SNL Western Bank	100.00	126.20	177.56	213.09	220.79	244.77
S&P 500	100.00	116.00	153.57	174.60	177.01	198.18

Source: SNL Financial LC, Charlottesville, VA © 2016

Unregistered Sales of Equity Securities

There were no sales of any equity securities by the Company during the period covered by this Annual Report on Form 10-K that were not registered under the Securities Act.

Issuer Purchases of Equity Securities

In August 2015, the Company resumed stock repurchases under the November 2007 repurchase program and repurchased the remaining 622,500 shares for \$18.1 million, or an average price of \$29.08 per share. Also, in August 2015, the Board of Directors approved a stock repurchase program for the Company to buy back up to two million shares of our common stock, and 1,366,750 shares were repurchased during 2015. In January and February of 2016, the Company repurchased the remaining 633,250 shares under the August 2015 repurchase program for \$17.0 million, or an average price of \$26.82 per share.

On February 1, 2016, the Board of Directors approved a new stock repurchase program to buy back up to \$45.0 million of our common stock. In 2016, the Company repurchased 1,380,578 shares for \$37.5 million, or \$27.13 per share under the February 2016 repurchase program. As of December 31, 2016, the Company may repurchase up to \$7.5 million of its common stock under the February 2016 repurchase program.

Issuer Purchases of Equity Securities				
Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
(October 1, 2016 - October 31, 2016)	-	-	-	\$ 7,543,008
(November 1, 2016 - November 30, 2016)	-	-	-	\$ 7,543,008
(December 1, 2016 - December 31, 2016)	-	-	-	\$ 7,543,008
Total	-	-	-	\$ 7,543,008

Item 6. Selected Financial Data.

The following table presents our selected historical consolidated financial data, and is derived in part from our audited Consolidated Financial Statements. The selected historical consolidated financial data should be read in conjunction with the Consolidated Financial Statements and the Notes thereto included elsewhere herein and with Part II — Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Selected Consolidated Financial Data

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(Dollars in thousands, except share and per share data)				
Income Statement					
Interest income	\$ 499,070	\$ 453,706	\$ 418,647	\$ 406,996	\$ 429,744
Interest expense	81,200	73,964	75,866	82,300	108,491
Net interest income before reversal for credit losses	417,870	379,742	342,781	324,696	321,253
Reversal for credit losses	(15,650)	(11,400)	(10,800)	(3,000)	(9,000)
Net interest income after reversal for credit losses	433,520	391,142	353,581	327,696	330,253
Securities gains/(losses)	4,898	(3,349)	6,748	27,362	18,026
Other non-interest income	28,472	36,023	33,779	32,945	28,481
Non-interest expense	224,690	202,720	174,313	193,833	192,589
Income before income tax expense	242,200	221,096	219,795	194,170	184,171
Income tax expense	67,101	59,987	81,965	70,435	66,128
Net income	175,099	161,109	137,830	123,735	118,043
Less: net income attributable to noncontrolling interest	-	-	-	592	605
Net income attributable to Cathay General Bancorp	175,099	161,109	137,830	123,143	117,438
Dividends on preferred stock	-	-	-	(9,685)	(16,488)
Net income attributable to common stockholders	\$ 175,099	\$ 161,109	\$ 137,830	\$ 113,458	\$ 100,950
Net income attributable to common stockholders per common share					
Basic	\$ 2.21	\$ 2.00	\$ 1.73	\$ 1.44	\$ 1.28
Diluted	\$ 2.19	\$ 1.98	\$ 1.72	\$ 1.43	\$ 1.28
Cash dividends paid per common share	\$ 0.75	\$ 0.56	\$ 0.29	\$ 0.08	\$ 0.04
Weighted-average common shares					
Basic	79,153,762	80,563,577	79,661,571	78,954,898	78,719,133
Diluted	79,929,262	81,294,796	80,106,895	79,137,983	78,723,297
Statement of Condition					
Investment securities	\$ 1,314,345	\$ 1,586,352	\$ 1,318,935	\$ 1,586,668	\$ 2,065,248
Net loans ⁽¹⁾	11,077,315	10,016,227	8,740,268	7,897,187	7,235,587
Total assets	14,520,769	13,254,126	11,516,846	10,989,286	10,694,089
Deposits	11,674,726	10,509,087	8,783,460	7,981,305	7,383,225
Federal funds purchased and securities sold under agreements to repurchase	350,000	400,000	450,000	800,000	1,250,000
Advances from the Federal Home Loan Bank	350,000	275,000	425,000	521,200	146,200
Long-term debt	119,136	119,136	119,136	121,136	171,136
Total equity	1,828,539	1,747,778	1,602,888	1,458,971	1,629,504
Common Stock Data					
Shares of common stock outstanding	79,610,277	80,806,116	79,814,553	79,589,869	78,778,288
Book value per common share	\$ 22.80	\$ 21.46	\$ 20.00	\$ 18.24	\$ 17.12
Profitability Ratios					
Return on average assets	1.31%	1.34%	1.26%	1.17%	1.11%
Return on average stockholders' equity	9.88	9.52	8.95	8.00	7.48
Dividend payout ratio	33.85	28.11	16.76	5.15	2.68
Average equity to average assets ratio	13.29	14.04	14.04	14.73	14.87
Efficiency ratio	49.79	49.15	45.48	50.35	52.37

(1) Net loans represent gross loans net of loan participations sold, allowance for loan losses, and unamortized deferred loan fees.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

General

The following discussion is intended to provide information to facilitate the understanding and assessment of the consolidated financial condition and results of operations of the Bancorp and its subsidiaries. It should be read in conjunction with the audited Consolidated Financial Statements and Notes appearing elsewhere in this Annual Report on Form 10-K.

The Bank offers a wide range of financial services. It currently operates 22 branches in Southern California, 12 branches in Northern California, 12 branches in New York State, one branch in Massachusetts, two branches in Texas, three branches in Washington State, three branches in Illinois, one branch in New Jersey, one branch in Maryland, one branch in Nevada, one branch in Hong Kong and two representative offices (one in Shanghai, China, and one in Taipei, Taiwan). The Bank is a commercial bank, servicing primarily individuals, professionals, and small to medium-sized businesses in the local markets in which its branches are located.

On July 8, 2016, the Company announced the signing of a Stock Purchase Agreement for the Bancorp to acquire SinoPac Bancorp, the U.S. subsidiary of Bank SinoPac Co. Ltd., for \$340 million subject to certain adjustments. SinoPac Bancorp, through its subsidiary Far East National Bank, operates nine branches in California. The Company expects the acquisition of SinoPac Bancorp to close in the first half of 2017, and that, subject to receipt of regulatory approvals, Far East National Bank will subsequently merge with Cathay Bank.

The financial information presented herein includes the accounts of the Bancorp, its subsidiaries, including the Bank, and the Bank's consolidated subsidiaries. All material transactions between these entities are eliminated.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these Consolidated Financial Statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities at the date of our Consolidated Financial Statements. Actual results may differ from these estimates under different assumptions or conditions.

Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the carrying value of certain assets and liabilities; management considers such accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances.

Management believes the following are critical accounting policies that require the most significant judgments and estimates used in the preparation of the Consolidated Financial Statements:

Allowance for Credit Losses

The determination of the amount of the provision for credit losses charged to operations reflects management's current judgment about the credit quality of the loan portfolio and takes into consideration changes in lending policies and procedures, changes in economic and business conditions, changes in the nature and volume of the portfolio and in the terms of loans, changes in the experience, ability, and depth of lending management, changes in the volume and severity of past due, non-accrual, and adversely classified or graded loans, changes in the quality of the loan review system, changes in the value of underlying collateral for collateral-dependent loans, the existence and effect of any concentrations of credit and the effect of competition, legal and regulatory requirements, and other external factors. The nature of the process by which we determine the appropriate allowance for loan losses requires the exercise of considerable judgment. The allowance is increased by the provision for loan losses and decreased by charge-offs when management believes the uncollectibility of a loan is confirmed. Subsequent recoveries, if any, are credited to the allowance. A weakening of the economy or other factors that adversely affect asset quality could result in an increase in the number of delinquencies, bankruptcies, or defaults, and a higher level of non-performing assets, net charge-offs, and provision for loan losses in future periods.

The total allowance for credit losses consists of two components: specific allowances and general allowances. To determine the adequacy of the allowance in each of these two components, we employ two primary methodologies, the individual loan review analysis methodology and the classification migration methodology. These methodologies support the basis for determining allocations between the various loan categories and the overall adequacy of our allowance to provide for probable losses inherent in the loan portfolio. These methodologies are further supported by additional analysis of relevant factors such as the historical losses in the portfolio, and environmental factors which include trends in delinquency and non-accrual, and other significant factors, such as the national and local economy, the volume and composition of the portfolio, the strength of management and loan staff, underwriting standards, and the concentration of credit.

The Bank's management allocates a specific allowance for "Impaired Credits," in accordance with Accounting Standard Codification ("ASC") Section 310-10-35. For non-Impaired Credits, a general allowance is established for those loans internally classified and risk graded Pass, Watch, Special Mention, or Substandard based on historical losses in the specific loan portfolio and a reserve based on environmental factors determined for that loan group. The level of the general allowance is established to provide coverage for management's estimate of the credit risk in the loan portfolio by various loan segments not covered by the specific allowance. The allowance for credit losses is discussed in more detail in "Risk Elements of the Loan Portfolio — *Allowance for Credit Losses*" below.

Investment Securities

The classification and accounting for investment securities are discussed in detail in Note 1 to the Consolidated Financial Statements. Under ASC Topic 320, "*Accounting for Certain Investments in Debt and Equity Securities*," investment securities must be classified as held-to-maturity, available-for-sale, or trading. The appropriate classification is based partially on our ability to hold the securities to maturity and largely on management's intentions with respect to either holding or selling the securities. The classification of investment securities is significant since it directly impacts the accounting for unrealized gains and losses on securities. Unrealized gains and losses on trading securities flow directly through earnings during the periods in which they arise, whereas available-for-sale securities are recorded as a separate component of stockholders' equity (accumulated other comprehensive income or loss) and do not affect earnings until realized. The fair values of our investment securities are generally determined by reference to quoted market prices and reliable independent sources. We are obligated to assess, at each reporting date, whether there is an "other-than-temporary" impairment to our investment securities. ASC Topic 320 requires us to assess whether we have the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. Other-than-temporary impairment related to credit losses will be recognized in earnings. Other-than-temporary impairment related to all other factors will be recognized in other comprehensive income.

Income Taxes

The provision for income taxes is based on income reported for financial statement purposes, and differs from the amount of taxes currently payable, since certain income and expense items are reported for financial statement purposes in different periods than those for tax reporting purposes. Taxes are discussed in more detail in Note 11 to the Consolidated Financial Statements. Accrued taxes represent the net estimated amount due or to be received from taxing authorities. In estimating accrued taxes, we assess the relative merits and risks of the appropriate tax treatment of transactions taking into account statutory, judicial, and regulatory guidance in the context of our tax position.

We account for income taxes using the asset and liability approach, the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance is established for deferred tax assets if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Goodwill and Goodwill Impairment

Goodwill represents the excess of costs over fair value of assets of businesses acquired. ASC Topic 805, “*Business Combinations (Revised 2007)*,” requires an entity to recognize the assets, liabilities, and any non-controlling interest at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. ASC Topic 805 also requires an entity to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed. Contingent considerations are to be recognized at fair value on the acquisition date in a business combination and would be subject to the probable and estimable recognition criteria of ASC Topic 450, “*Accounting for Contingencies*.” Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually in accordance with the provisions of ASC Topic 350. ASC Topic 350 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with ASC Topic 360, “*Accounting for Impairment or Disposal of Long-Lived Assets*.”

Our policy is to assess goodwill for impairment at the reporting unit level on an annual basis or between annual assessments if a triggering event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Impairment is the condition that exists when the carrying amount of goodwill exceeds its implied fair value. Accounting standards require management to estimate the fair value of each reporting unit in making the assessment of impairment at least annually.

The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in ASC Topic 350. The two-step impairment testing process conducted by us, if needed, begins by assigning net assets and goodwill to our reporting units. We then complete “step one” of the impairment test by comparing the fair value of each reporting unit (as determined in Note 1 to the Consolidated Financial Statements) with the recorded book value (or “carrying amount”) of its net assets, with goodwill included in the computation of the carrying amount. If the fair value of a reporting unit exceeds its carrying amount, goodwill of that reporting unit is not considered impaired, and “step two” of the impairment test is not necessary. If the carrying amount of a reporting unit exceeds its fair value, step two of the impairment test is performed to determine the amount of impairment. Step two of the impairment test compares the carrying amount of the reporting unit’s goodwill to the “implied fair value” of that goodwill. The implied fair value of goodwill is computed by assuming all assets and liabilities of the reporting unit would be adjusted to the current fair value, with the offset as an adjustment to goodwill. This adjusted goodwill balance is the implied fair value used in step two. An impairment charge is recognized for the amount by which the carrying amount of goodwill exceeds its implied fair value.

Results of Operations

Overview

For the year ended December 31, 2016, we reported net income of \$175.1 million, or \$2.19 per diluted share, compared to net income of \$161.1 million, or \$1.98 per share, in 2015, and net income of \$137.8 million, or \$1.72 per share, in 2014. The \$14.0 million increase in net income from 2015 to 2016 was primarily the result of increases in net interest income, increases in reversal for credit losses, and increases in securities gains, partially offset by decreases in other operating income, increases in operating expenses from amortization of investments in affordable housing and alternative energy partnerships and in salaries and employee benefits. The return on average assets in 2016 was 1.31%, compared to 1.34% in 2015, and to 1.26% in 2014. The return on average stockholders’ equity was 9.88% in 2016, compared to 9.52% in 2015, and to 8.95% in 2014.

Highlights

- Diluted earnings per share increased 10.6% to \$2.19 per share for the year ended December 31, 2016 compared to \$1.98 per share for the year ended December 31, 2015.
- Total loans increased \$1.0 billion, or 10.2%, excluding loans held for sale, during 2016, to \$11.2 billion at December 31, 2016, compared to \$10.2 billion at December 31, 2015.
- Total assets for the year increased \$1.3 billion, or 9.6%, to \$14.5 billion at December 31, 2016 from \$13.3 billion at December 31, 2015.

Net income available to common stockholders and key financial performance ratios are presented below for the three years indicated:

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in thousands, except per share data)		
Net income	\$ 175,099	\$ 161,109	\$ 137,830
Basic earnings per common share	\$ 2.21	\$ 2.00	\$ 1.73
Diluted earnings per common share	\$ 2.19	\$ 1.98	\$ 1.72
Return on average assets	1.31%	1.34%	1.26%
Return on average stockholders' equity	9.88%	9.52%	8.95%
Total average assets	\$ 13,331,148	\$ 12,056,531	\$ 10,974,890
Total average equity	\$ 1,772,017	\$ 1,692,826	\$ 1,540,564
Efficiency ratio	49.79%	49.15%	45.48%
Effective income tax rate	27.70%	27.13%	37.29%

Net Interest Income

Comparison of 2016 with 2015

Net interest income increased \$38.2 million, or 10.0%, from \$379.7 million in 2015 to \$417.9 million in 2016. The increase in net interest income was due primarily to the increase in loan interest income, offset by the decrease in dividend income from FHLB stock and increases in interest expense from money market accounts and time deposits.

Average loans for 2016 were \$10.6 billion, a \$1.0 billion, or a 10.7%, increase from \$9.6 billion in 2015. Compared with 2015, average commercial mortgage loans increased \$612.5 million, or 12.4%, average residential mortgage loans increased \$441.6 million, or 23.4%, and average real estate construction loans increased \$125.7 million, or 34.0%. Compared with 2015, average commercial loans decreased \$149.3 million, or 6.3%. Average investment securities were \$1.37 billion in 2016, a decrease of \$5.7 million, or 0.4%, from 2015. Average interest bearing cash on deposits with financial institutions increased \$152.3 million, or 79.1%, to \$345.1 million in 2016 from \$192.8 million in 2015.

Average interest bearing deposits were \$8.6 billion in 2016, an increase of \$750.6 million, or 9.6%, from \$7.8 billion in 2015, primarily due to increases of \$382.8 million, or 22.8%, in money market deposits, \$185.5 million, or 21.6%, in interest bearing demand deposits, \$136.9 million, or 2.9%, in time deposits, and \$45.4 million, or 7.7%, in saving deposits. Average securities sold under agreements to repurchase decreased \$18.9 million, or 4.7%, to \$381.9 million in 2016 from \$400.8 million in 2015, primarily due to maturities of securities sold under agreements to repurchase. Average other borrowings increased \$21.3 million, or 20.3%, to \$126.7 million in 2016 from \$105.4 million in 2015, primarily due to increases in FHLB advances.

Interest income increased \$45.4 million, or 10.0%, from \$453.7 million in 2015 to \$499.1 million in 2016 primarily due to increases in the volume of loans:

- Changes in volume: Average interest-earning assets increased \$1.2 billion, or 10.5%, to \$12.4 billion in 2016, compared with the average interest-earning assets of \$11.2 billion in 2015. Average loans increased \$1.0 billion and average interest bearing cash on deposits with financial institutions increased \$152.3 million in 2016 which contributed to the increase in interest income. The increase of \$46.1 million in interest income resulted primarily from a \$45.9 million increase in interest income from the loan volume increase.
- Change in rate: The average yield of interest bearing assets decreased to 4.04% in 2016 from 4.06% in 2015. Decreases in rate on interest bearing cash on deposits with financial institutions caused a \$502,000 decline in interest income. Decreases in rate on FHLB stock caused a \$535,000 decline in interest income. Increase in rate on loans contributed \$277,000 to interest income.
- Change in the mix of interest-earning assets: Average gross loans, which generally have a higher yield than other types of investments, comprised 86.0% of total average interest-earning assets in 2016, an increase from 85.8% in 2015. Average investment securities comprised 11.1% of total average interest-bearing assets in 2016, a decrease from 12.3% in 2015.

Interest expense increased by \$7.2 million, or 9.8%, to \$81.2 million in 2016, compared with \$74.0 million in 2015, primarily due to increased cost from money market accounts and time deposits. The overall increase in interest expense was primarily due to increases in both volume and rates in all deposit categories offset by decreases in volume on securities sold under agreements to repurchase as discussed below:

- Changes in volume: Average interest bearing deposits increased \$750.6 million, or 9.6% and average other borrowings increased \$21.4 million, or 20.3%, partially offset by an \$18.9 million, or 4.7%, decrease in average securities sold under agreements to repurchase. The changes in volume caused an increase in interest expense of \$3.3 million.
- Increase in rate: The average cost of interest bearing deposits increased to 0.69% in 2016 from 0.67% in 2015. The average cost of securities sold under agreements to repurchase increased to 4.01% in 2016 from 3.95% in 2015. The increases in rate caused interest expense to increase by \$3.9 million.
- Change in the mix of interest-bearing liabilities: Average interest bearing deposits of \$8.6 billion increased to 93.2% of total interest-bearing liabilities in 2016 compared to 92.6% in 2015. Offsetting the increase, average securities sold under agreements to repurchase decreased to 4.2% of total interest-bearing liabilities in 2016 compared to 4.8% in 2015.

Net interest margin, defined as net interest income to average interest-earning assets, was 3.38% in 2016 compared to 3.39% in 2015.

Comparison of 2015 with 2014

Net interest income increased \$36.9 million, or 10.8%, from \$342.8 million in 2014 to \$379.7 million in 2015. The increase in net interest income was due primarily to the increase in loan interest income and the decrease in interest expense from securities sold under agreements to repurchase, offset by the decrease in interest income from available-for-sale securities and increases in interest expense from time deposits.

Average loans for 2015 were \$9.6 billion, a \$1.1 billion, or a 12.4%, increase from \$8.5 billion in 2014. Compared with 2014, average commercial mortgage loans increased \$658.1 million, or 15.4%, average residential mortgage loans increased \$247.3 million, or 15.1%, average real estate construction loans increased \$97.4 million, or 35.8% and average commercial loans increased \$67.2 million, or 2.9%. Average investment securities were \$1.4 billion in 2015, a decrease of \$38.4 million, or 2.7%, from 2014, due primarily to decreases in U.S. Treasury securities of \$153.4 million and in corporate debt securities of \$42.6 million, offset by increases in agency mortgage-backed securities of \$125.1 million and increases in U.S. government sponsored agency securities of \$31.3 million.

Average interest bearing deposits were \$7.8 billion in 2015, an increase of \$884.0 million, or 12.8%, from \$6.9 billion in 2014, primarily due to increases of \$416.1 million, or 9.8%, in time deposits, \$270.0 million, or 19.2%, in money market deposits, \$139.1 million, or 19.3%, in interest bearing demand deposits, and \$58.8 million, or 11.1%, in saving deposits. Average securities sold under agreements to repurchase decreased \$228.5 million, or 36.3%, to \$400.8 million in 2015 from \$629.3 million in 2014, primarily due to maturities and prepayments of securities sold under agreements to repurchase. Average other borrowings decreased \$40.8 million, or 27.9%, to \$105.4 million in 2015 from \$146.1 million in 2014, primarily due to decreases in FHLB advances.

Interest income increased \$35.1 million, or 8.4%, from \$418.6 million in 2014 to \$453.7 million in 2015 primarily due to increases in the volume of loans offset by a decline in rate of loans and investment securities and by a change in the mix of interest-earning assets as discussed below:

- Changes in volume: Average interest-earning assets increased \$965.6 million, or 9.4%, to \$11.19 billion in 2015, compared with the average interest-earning assets of \$10.22 billion in 2014. The increase in average loans of \$1.06 billion in 2015 offset by a decrease in average investment securities of \$38.4 million and in average interest bearing cash on deposits with financial institutions of \$49.3 million contributed to the increase in interest income. The increase of \$45.8 million in interest income due to volume were resulted primarily from a \$47.5 million increase in interest income from the loan volume increase offset by a \$1.7 million decrease in interest income caused by the decrease in the volume of investment securities, FHLB stock, and deposits with other banks.
- Decrease in rate: The average yield of interest bearing assets decreased to 4.06% in 2015 from 4.10% in 2014. The rate on taxable investment securities decreased 15 basis points to 1.56% in 2015 from 1.71% in 2014. The decrease in taxable investment securities yields caused a \$2.1 million decline in interest income. The rate on loans decreased 12 basis points to 4.46% in 2015 from 4.58% in 2014. The decrease in loan yield caused a \$10.3 million decline in interest income.
- Change in the mix of interest-earning assets: Average gross loans, which generally have a higher yield than other types of investments, comprised 85.8% of total average interest-earning assets in 2015, an increase from 83.5% in 2014. Average investment securities comprised 12.3% of total average interest-bearing assets in 2015, a decrease from 13.9% in 2014.

Interest expense decreased by \$1.9 million, or 2.5%, to \$74.0 million in 2015, compared with \$75.9 million in 2014, primarily due to decreased cost from securities sold under agreements to repurchase offset by increased cost from time deposits, long-term debt and money market deposits. The overall decrease in interest expense was primarily due to decreases in volume on securities sold under agreements to repurchase offset by increases in volume on interest bearing deposits and by increases in rate on long-term debt and time deposits as discussed below:

- Changes in volume: Average securities sold under agreements to repurchase decreased \$228.5 million, or 36.3%, in 2015 and contributed to a \$9.0 million decrease in interest expense. Average time deposits increased \$416.1 million, or 9.8%, and average money market deposits increased \$270.0 million, or 19.2%, causing interest expense to increase by \$5.1 million. The changes in volume contributed to a decrease in interest expense of \$3.8 million.
- Increase in rate: The average cost of interest bearing deposits increased to 0.67% in 2015 from 0.66% in 2014. The average cost of securities sold under agreements to repurchase increased to 3.95% in 2015 from 3.92% in 2014. The average cost of long-term debt increased to 4.85% in 2015 from 3.73% in 2014 primarily due to the full year impact of cash flow interest rate swaps entered into during June 2014. The increases in rate caused interest expense to increase by \$1.9 million.
- Change in the mix of interest-bearing liabilities: Average interest bearing deposits of \$7.80 billion increased to 92.6% of total interest-bearing liabilities in 2015 compared to 88.5% in 2014. Offsetting the increase, average securities sold under agreements to repurchase decreased to 4.8% of total interest-bearing liabilities in 2015 compared to 8.1% in 2014.

Net interest margin, defined as net interest income to average interest-earning assets, increased to 3.39% in 2015 from 3.35% in 2014. The increase in the net interest margin was primarily due to the impact from the increase in loans and the decrease in securities sold under agreements to repurchase offset by the increase in time deposits and money market deposits.

The following table sets forth information concerning average interest-earning assets, average interest-bearing liabilities, and the yields and rates paid on those assets and liabilities. Average outstanding amounts included in the table are daily averages.

	Interest-Earning Assets and Interest-Bearing Liabilities								
	2016 Average Balance	Interest Income/ Expense	Average Yield/ Rate (1)(2)	2015 Average Balance	Interest Income/ Expense	Average Yield/ Rate (1)(2)	2014 Average Balance	Interest Income/ Expense	Average Yield/ Rate (1)(2)
	(Dollars in thousands)								
Interest-Earning Assets:									
Commercial loans	\$ 2,240,475	\$ 86,871	3.88%	\$ 2,389,776	\$ 90,980	3.81%	\$ 2,322,563	\$ 89,994	3.87%
Residential mortgages.....	2,332,166	102,770	4.41	1,890,558	85,537	4.52	1,643,239	77,231	4.70
Commercial mortgages.....	5,550,930	254,016	4.58	4,938,397	229,292	4.64	4,280,255	207,235	4.84
Real estate construction loans.....	495,630	30,053	6.06	369,928	21,717	5.87	272,479	15,889	5.83
Other loans	2,959	72	2.43	4,789	95	1.98	13,712	91	0.66
Loans ⁽¹⁾	10,622,160	473,782	4.46	9,593,448	427,621	4.46	8,532,248	390,440	4.58
Taxable securities	1,372,916	21,426	1.56	1,378,641	21,523	1.56	1,417,007	24,237	1.71
FHLB stock	17,516	2,099	11.98	21,480	3,164	14.73	29,487	1,974	6.69
Interest-bearing deposits	345,136	1,763	0.51	192,763	1,398	0.73	242,037	1,996	0.82
Total interest-earning assets	\$ 12,357,728	\$ 499,070	4.04	\$ 11,186,332	\$ 453,706	4.06	\$ 10,220,779	\$ 418,647	4.10
Non-interest Earning Assets:									
Cash and due from banks	216,443			213,882			177,129		
Other non-earning assets	893,478			822,326			762,535		
Total non-interest earning assets	1,109,921			1,036,208			939,664		
Less: Allowance for loan losses	(129,701)			(155,683)			(172,377)		
Deferred loan fees	(6,800)			(10,326)			(13,176)		
Total Assets	\$ 13,331,148			\$ 12,056,531			\$ 10,974,890		
Interest-Bearing Liabilities:									
Interest-bearing demand deposits ..	\$ 1,046,046	\$ 1,740	0.17	\$ 860,513	\$ 1,406	0.16	\$ 721,435	\$ 1,229	0.17
Money market deposits.....	2,059,823	13,308	0.65	1,677,065	10,138	0.60	1,407,053	8,627	0.61
Savings deposits.....	636,422	1,046	0.16	590,987	901	0.15	532,184	802	0.15
Time deposits	4,810,746	43,327	0.90	4,673,862	39,443	0.84	4,257,736	35,111	0.82
Total interest-bearing deposits	8,553,037	59,421	0.69	7,802,427	51,888	0.67	6,918,408	45,769	0.66
Securities sold under agreements to repurchase	381,967	15,329	4.01	400,822	15,813	3.95	629,315	24,685	3.92
FHLB advances and other borrowings	126,720	659	0.52	105,367	487	0.46	146,120	945	0.65
Long-term debt	119,136	5,791	4.86	119,136	5,776	4.85	119,785	4,467	3.73
Total interest-bearing liabilities	9,180,860	81,200	0.88	8,427,752	73,964	0.88	7,813,628	75,866	0.97
Non-interest Bearing Liabilities:									
Demand deposits	2,199,274			1,781,981			1,535,461		
Other liabilities	178,997			153,972			85,237		
Stockholders' equity	1,772,017			1,692,826			1,540,564		
Total liabilities and stockholders' equity	\$ 13,331,148			\$ 12,056,531			\$ 10,974,890		
Net interest spread			3.16%			3.18%			3.13%
Net interest income		\$ 417,870			\$ 379,742			\$ 342,781	
Net interest margin			3.38%			3.39%			3.35%

(1) Yields and amounts of interest earned include loan fees. Non-accrual loans are included in the average balance.

(2) Calculated by dividing net interest income by average outstanding interest-earning assets.

Net Interest Income — Changes Due to Rate and Volume ⁽¹⁾

	2016 - 2015			2015 - 2014		
	Increase/(Decrease) in			Increase/(Decrease) in		
	Net Interest Income Due to:			Net Interest Income Due to:		
	Change in Volume	Change in Rate	Total Change	Change in Volume	Change in Rate	Total Change
	(In thousands)					
Interest-Earning Assets						
Deposits with other banks	\$ 867	\$ (502)	\$ 365	\$ (376)	\$ (222)	\$ (598)
Taxable securities	(89)	(8)	(97)	(643)	(2,071)	(2,714)
FHLB stock	(530)	(535)	(1,065)	(655)	1,845	1,190
Loans	45,884	277	46,161	47,519	(10,338)	37,181
Total increase/(decrease) in interest income	<u>46,132</u>	<u>(768)</u>	<u>45,364</u>	<u>45,845</u>	<u>(10,786)</u>	<u>35,059</u>
Interest-Bearing Liabilities						
Interest-bearing demand deposits	308	26	334	229	(52)	177
Money market deposits	2,436	734	3,170	1,634	(123)	1,511
Savings deposits	72	73	145	90	9	99
Time deposits	1,179	2,705	3,884	3,496	836	4,332
Securities sold under agreements to repurchase	(753)	269	(484)	(9,014)	142	(8,872)
FHLB advances and other borrowings	106	66	172	(226)	(232)	(458)
Long-term debt	-	15	15	(24)	1,333	1,309
Total increase/(decrease) in interest expense	<u>3,348</u>	<u>3,888</u>	<u>7,236</u>	<u>(3,815)</u>	<u>1,913</u>	<u>(1,902)</u>
Change in net interest income	<u>\$ 42,784</u>	<u>\$ (4,656)</u>	<u>\$ 38,128</u>	<u>\$ 49,660</u>	<u>\$ (12,699)</u>	<u>\$ 36,961</u>

(1) Changes in interest income and interest expense attributable to changes in both volume and rate have been allocated proportionately to changes due to volume and changes due to rate.

Provision for Credit Losses

The provision for credit losses represents the charge against current earnings that is determined by management, through a credit review process, as the amount needed to maintain an allowance for loan losses and an allowance for off-balance sheet unfunded credit commitments that management believes to be sufficient to absorb credit losses inherent in the Bank's loan portfolio and credit commitments. The Bank recorded a negative \$15.7 million provision for credit losses in 2016 compared with a negative \$11.4 million in 2015, and a negative \$10.8 million in 2014. Net charge-offs for 2016 were \$4.3 million, or 0.04% of average loans, compared to net charge-offs for 2015 of \$11.1 million, or 0.12% of average loans, and net charge-offs for 2014 of \$1.3 million, or 0.02% of average loans.

Non-interest Income

Non-interest income increased \$696,000, or 2.1%, to \$33.4 million for 2016, from \$32.7 million for 2015, compared to \$40.5 million for 2014. Non-interest income includes depository service fees, letters of credit commissions, securities gains (losses), gains (losses) from loan sales, gains from sale of premises and equipment, and other sources of fee income. These other fee-based services include wire transfer fees, safe deposit fees, fees on loan-related activities, fee income from our Wealth Management division, and foreign exchange fees.

Comparison of 2016 with 2015

The increase in non-interest income from 2015 to 2016 was primarily due to a \$8.2 million increase in securities gains offset by a \$4.1 million decrease in wealth management commissions, by a \$2.4 million decrease in venture capital gains, and by a \$1.0 million decrease in commissions from foreign exchange transactions. We sold securities of \$605.5 million in 2016 compared to \$1.0 billion in 2015. In 2016, gains of \$5.1 million and no losses were realized on sales of investment securities compared with gains of \$2.4 million and losses of \$1.9 million realized in 2015. An other-than-temporary write-down of \$206,000 on one equity security was recorded in 2016 compared to a \$3.9 million write-down on agency preferred stock in 2015.

Comparison of 2015 with 2014

The decrease in non-interest income from 2014 to 2015 was primarily due to a \$10.1 million decrease in securities gains and a \$1.1 million decrease in wealth management commissions offset by increases in venture capital gains of \$1.9 million and in other fees and commissions of \$1.6 million. We sold securities of \$1.0 billion in 2015 compared to \$859.0 million in 2014. In 2015, gains of \$2.4 million and losses of \$1.9 million were realized on sales of investment securities compared with gains of \$18.0 million and losses of \$10.5 million realized in 2014. Other-than-temporary write-downs on agency preferred stock were \$3.9 million in 2015 compared to \$0.8 million in 2014.

Non-interest Expense

Comparison of 2016 with 2015

Non-interest expense includes expenses related to salaries and benefits of employees, occupancy expenses, marketing expenses, computer and equipment expenses, amortization of core deposit intangibles, and other operating expenses. Non-interest expense totaled \$224.7 million in 2016 compared to \$202.7 million in 2015. The increase of \$22.0 million, or 10.8%, in non-interest expense in 2016 compared to 2015 was primarily due to a combination of the following:

- Salaries and employee benefits increased \$7.4 million, or 8.2%, due primarily to higher salaries and benefits, the acquisition of Asia Bank and the hiring of new employees.
- Amortization of investments in affordable housing and alternative energy partnerships increased \$6.9 million, or 20.8%, primarily due to the investment in one additional alternative energy partnership in 2016.
- OREO expenses increased \$1.7 million primarily due to decreases in gains on sale of OREO.
- Professional service expenses increased \$1.4 million, or 7.9%, primarily due to increases in legal collection expenses.
- Occupancy expenses increased \$1.3 million, or 7.6%, due primarily to the acquisition of Asia Bank.
- Data processing service expenses increased \$1.3 million, or 16.4%, primarily due to increases in business transaction volume.

The efficiency ratio, defined as non-interest expense divided by the sum of net interest income before provision for loan losses plus non-interest income, increased to 49.79% in 2016 compared to 49.15% in 2015 due primarily to higher non-interest expense as explained above.

Comparison of 2015 with 2014

Non-interest expense totaled \$202.7 million in 2015 compared to \$174.3 million in 2014. The increase of \$28.4 million, or 16.3%, in non-interest expense in 2015 compared to 2014 was primarily due to a combination of the following:

- Amortization of investments in affordable housing and alternative energy partnerships increased \$26.3 million to \$33.3 million in 2015 from \$7.0 million in 2014 primarily due to the investment in an alternative energy partnership in 2015.
- Occupancy expenses increased \$1.3 million, or 8.2%, due primarily to increases in higher rental expenses resulting from the acquisition of Asia Bank and from new branches.
- Professional service expenses increased \$2.4 million primarily due to increases in data processing expenses and expenses related to the conversion of Asia Bank customers to our data processing systems.
- Marketing expenses increased \$0.8 million primarily due to increases in media and promotion expenses.
- OREO expenses increased \$0.5 million primarily due to decreases in gains on sale and transfer of OREO offset by decreases in the provision for OREO losses and expenses.
- Offsetting the above increases were a decrease of \$3.3 million in costs associated with debt redemptions during 2014 for prepayment penalties on securities sold under agreements to repurchase.

The efficiency ratio, defined as non-interest expense divided by the sum of net interest income before provision for loan losses plus non-interest income, increased to 49.15% in 2015 compared to 45.48% in 2014 due primarily to higher non-interest expense as explained above.

Income Tax Expense

Income tax expense was \$67.1 million in 2016, compared to \$60.0 million in 2015, and \$82.0 million in 2014. The effective tax rate was 27.7% for 2016, 27.1% for 2015, and 37.3% for 2014. The effective tax rate differed from the composite statutory composite rate of 42% primarily as a result of alternative energy tax credits, low income housing and other tax credits totaling \$37.9 million recognized in 2016, \$31.0 million recognized in 2015, and \$10.2 million recognized in 2014.

Our tax returns are open for audits by the Internal Revenue Service back to 2013 and by the California Franchise Tax Board back to 2012. From time to time, there may be differences of opinion with respect to the tax treatment accorded transactions. When, and if, such differences occur and the related tax effects become probable and estimable, such amounts will be recognized.

Financial Condition

Total assets were \$14.5 billion at December 31, 2016, an increase of \$1.3 billion, or 9.6%, from \$13.3 billion at December 31, 2015, primarily due to an increase of \$1.0 billion in gross loans, excluding loans held for sale, and an increase of \$430.2 million in short-term investments.

Investment Securities

Investment securities were \$1.3 billion and represented 9.1% of total assets at December 31, 2016, compared with \$1.6 billion and 12.0% of total assets at December 31, 2015. The following table summarizes the carrying value of our portfolio of securities for each of the past two years:

	As of December 31,	
	2016	2015
	(In thousands)	
Securities Available-for-Sale:		
U.S. treasury securities	\$ 489,017	\$ 284,288
U.S. government sponsored entities	390,331	148,160
Mortgage-backed securities	336,260	1,062,269
Collateralized mortgage obligations	28	36
Corporate debt securities	74,350	73,855
Mutual funds	6,230	5,833
Preferred stock of government sponsored entities	7,308	3,216
Other equity securities.....	10,821	8,695
Total securities available-for-sale.....	<u>\$ 1,314,345</u>	<u>\$ 1,586,352</u>

ASC Topic 320 requires an entity to assess whether it has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. If either of these conditions is met, an entity must recognize an other-than-temporary impairment (“OTTI”) to its investment securities. If an entity does not intend to sell the debt security and will not be required to sell the debt security, the entity must consider whether it will recover the amortized cost basis of the security. If the present value of expected cash flows is less than the amortized cost basis of the security, OTTI shall be considered to have occurred. OTTI is then separated into the amount of the total impairment related to credit losses and the amount of the total impairment related to all other factors. An entity determines the impairment related to credit losses by comparing the present value of cash flows expected to be collected from the security with the amortized cost basis of the security. OTTI related to the credit loss is thereafter recognized in earnings. OTTI related to all other factors is recognized in other comprehensive income. OTTI not related to the credit loss for a held-to-maturity security should be recognized separately in a new category of other comprehensive income and amortized over the remaining life of the debt security as an increase in the carrying value of the security only when the entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its remaining amortized cost basis. The Company has both the ability and the intent to hold and it is not more likely than not that the Company will be required to sell those securities with unrealized losses before recovery of their amortized cost basis.

The temporarily impaired securities represent 80.1% of the fair value of investment securities as of December 31, 2016. Unrealized losses for securities with unrealized losses for less than twelve months represent 1.3%, and securities with unrealized losses for twelve months or more represent 3.2%, of the historical cost of these securities. Unrealized losses on these securities generally resulted from increases in interest rates or spreads subsequent to the date that these securities were purchased. At December 31, 2016, 7 issues of securities had unrealized losses for 12 months or longer and 30 issues of securities had unrealized losses of less than 12 months.

Total unrealized losses of \$15.0 million at December 31, 2016, were primarily caused by increases in interest rates subsequent to the date that these securities were purchased or caused by the widening of credit and liquidity spreads since the dates of acquisition. The contractual terms of those investments do not permit the issuers to settle the security at a price less than the amortized cost of the investment.

At December 31, 2016, management believed the impairment was temporary and, accordingly, no impairment loss on debt securities has been recognized in our Consolidated Statements of Operations. The Company expects to recover the amortized cost basis of its debt securities, and has no intent to sell and believes it is more likely than not that it will not be required to sell available-for-sale debt securities that have declined below their cost before their anticipated recovery.

The tables below show the fair value and unrealized losses of the temporarily impaired securities in our investment securities portfolio as of December 31, 2016, and December 31, 2015:

As of December 31, 2016									
Temporarily Impaired Securities									
	Less than 12 months			12 months or longer			Total		
	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances
(Dollars in thousands)									
Securities Available-for-Sale									
U.S. treasury securities	\$ 299,088	\$ 857	6	\$ -	\$ -	-	\$ 299,088	\$ 857	6
U.S. government sponsored entities	390,331	9,669	8	-	-	-	390,331	9,669	8
Mortgage-backed securities	328,236	3,288	16	62	2	3	328,298	3,290	19
Collateralized mortgage obligations	-	-	-	28	20	1	28	20	1
Corporate debt securities	-	-	-	29,138	862	2	29,138	862	2
Mutual funds	-	-	-	6,230	270	1	6,230	270	1
Total securities available-for-sale	<u>\$ 1,017,655</u>	<u>\$ 13,814</u>	<u>30</u>	<u>\$ 35,458</u>	<u>\$ 1,154</u>	<u>7</u>	<u>\$ 1,053,113</u>	<u>\$ 14,968</u>	<u>37</u>
As of December 31, 2015									
Temporarily Impaired Securities									
	Less than 12 months			12 months or longer			Total		
	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances
(Dollars in thousands)									
Securities Available-for-Sale									
U.S. treasury securities	\$ 224,289	\$ 395	5	\$ -	\$ -	-	\$ 224,289	\$ 395	5
U.S. government sponsored entities	148,160	1,840	3	-	-	-	148,160	1,840	3
Mortgage-backed securities	1,025,342	11,398	35	6	1	2	1,025,348	11,399	37
Collateralized mortgage obligations	-	-	-	36	27	1	36	27	1
Corporate debt securities	9,950	50	1	43,525	1,475	3	53,475	1,525	4
Mutual funds	-	-	-	5,833	167	1	5,833	167	1
Preferred stock of government sponsored entities	2,488	228	2	-	-	-	2,488	228	2
Other equity securities	158	342	1	-	-	-	158	342	1
Total securities available-for-sale	<u>\$ 1,410,387</u>	<u>\$ 14,253</u>	<u>47</u>	<u>\$ 49,400</u>	<u>\$ 1,670</u>	<u>7</u>	<u>\$ 1,459,787</u>	<u>\$ 15,923</u>	<u>54</u>

The scheduled maturities and taxable-equivalent yields by security type are presented in the following table:

Securites Portfolio Maturity Distribution and Yield Analysis:

	As of December 31, 2016				
	One Year or Less	After One Year to Five Years	After Five Years to Ten Years	Over Ten Years	Total
(Dollars in thousands)					
Maturity Distribution:					
Securities Available-for-Sale:					
U.S. treasury securities	\$ 339,823	\$ 149,194	\$ -	\$ -	\$ 489,017
U.S. government sponsored entities	-	317,718	72,613	-	390,331
Mortgage-backed securities ⁽¹⁾	-	3,323	120	332,817	336,260
Collateralized mortgage obligations ⁽¹⁾	-	-	-	28	28
Corporate debt securities	-	74,350	-	-	74,350
Mutual funds ⁽²⁾	-	-	-	6,230	6,230
Preferred stock of government sponsored entities ⁽²⁾	-	-	-	7,308	7,308
Other equity securities ⁽²⁾	-	-	-	10,821	10,821
Total securities available-for-sale	<u>\$ 339,823</u>	<u>\$ 544,585</u>	<u>\$ 72,733</u>	<u>\$ 357,204</u>	<u>\$ 1,314,345</u>
Weighted-Average Yield:					
Securities Available-for-Sale:					
U.S. treasury securities	0.63%	0.80%	-	-	0.68%
U.S. government sponsored entities	-	1.67	1.63	-	1.66
Mortgage-backed securities ⁽¹⁾	-	4.86	4.73	1.86	1.89
Collateralized mortgage obligations ⁽¹⁾	-	-	-	3.50	3.50
Corporate debt securities	-	2.13	-	-	2.13
Mutual funds ⁽²⁾	-	-	-	2.26	2.26
Total securities available-for-sale	<u>0.63%</u>	<u>1.52%</u>	<u>1.64%</u>	<u>1.77%</u>	<u>1.38%</u>

(1) Securities reflect stated maturities and do not reflect the impact of anticipated prepayments.

(2) There is no stated maturity for mutual funds and equity securities.

Loans

Loans represented 86.0% of average interest-earning assets during 2016, compared with 85.8% during 2015. Gross loans, excluding loans held for sale, increased by \$1.0 billion, or 10.2%, to \$11.2 billion at December 31, 2016, compared with \$10.2 billion at December 31, 2015. The increase in gross loans was primarily attributable to the following:

- Commercial mortgage loans increased \$484.0 million, or 9.1%, to \$5.79 billion at December 31, 2016, compared to \$5.30 billion at December 31, 2015. Total commercial mortgage loans accounted for 51.7% of gross loans at December 31, 2016, compared to 52.2% at December 31, 2015. Commercial mortgage loans consist primarily of commercial retail properties, shopping centers, owner-occupied industrial facilities, office buildings, multiple-unit apartments, hotels, and multi-tenanted industrial properties, and are typically secured by first deeds of trust on such commercial properties.

- Total residential mortgage loans increased by \$511.7 million, or 26.5%, to \$2.44 billion at December 31, 2016, compared to \$1.93 billion at December 31, 2015, primarily due to the low level of interest rates and the originations of mortgages to non-US residents secured by residential real estate in the United States.
- Real estate construction loans increased \$106.6 million, or 24.1%, to \$548.1 million at December 31, 2016, compared to \$441.5 million at December 31, 2015.
- Commercial loans decreased \$68.7 million, or 3.0%, to \$2.25 billion at December 31, 2016, compared to \$2.32 billion at December 31, 2015. Commercial loans consist primarily of short-term loans (typically with a maturity of one year or less) to support general business purposes, or to provide working capital to businesses in the form of lines of credit, trade-finance loans, loans for commercial purposes secured by cash, and SBA loans.

Our lending relates predominantly to activities in the states of California, New York, Texas, Washington, Massachusetts, Illinois, New Jersey, Maryland, and Nevada although we have some loans to domestic clients who are engaged in international trade. Loans outstanding in our branch in Hong Kong were \$214.6 million as of December 31, 2016, compared to \$216.2 million as of December 31, 2015.

The classification of loans by type and amount outstanding as of December 31 for each of the past five years is presented below:

	Loan Type and Mix				
	As of December 31,				
	2016	2015	2014	2013	2012
	(In thousands)				
Commercial loans	\$ 2,248,187	\$ 2,316,863	\$ 2,382,493	\$ 2,298,724	\$ 2,127,107
Residential mortgage loans and equity lines.....	2,615,759	2,101,335	1,742,938	1,526,532	1,340,082
Commercial mortgage loans	5,785,248	5,301,218	4,486,443	4,023,051	3,768,452
Real estate construction loans	548,088	441,543	298,654	221,701	180,950
Installment and other loans	3,993	2,493	3,552	14,555	12,556
Gross loans	<u>11,201,275</u>	<u>10,163,452</u>	<u>8,914,080</u>	<u>8,084,563</u>	<u>7,429,147</u>
Less:					
Allowance for loan losses	(118,966)	(138,963)	(161,420)	(173,889)	(183,322)
Unamortized deferred loan fees	(4,994)	(8,262)	(12,392)	(13,487)	(10,238)
Total loans and leases, net	<u>\$ 11,077,315</u>	<u>\$ 10,016,227</u>	<u>\$ 8,740,268</u>	<u>\$ 7,897,187</u>	<u>\$ 7,235,587</u>
Loans held for sale	<u>\$ 7,500</u>	<u>\$ 6,676</u>	<u>\$ 973</u>	<u>\$ -</u>	<u>\$ -</u>

The loan maturities in the table below are based on contractual maturities. As is customary in the banking industry, loans that meet underwriting criteria can be renewed by mutual agreement between us and the borrower. Because we are unable to estimate the extent to which our borrowers will renew their loans, the table is based on contractual maturities. As a result, the data shown below should not be viewed as an indication of future cash flows.

Contractual Maturity of Loan Portfolio

	<u>Within One Year</u>	<u>One to Five Years</u>	<u>Over Five Years</u>	<u>Total</u>
	(In thousands)			
Commercial loans				
Floating rate	\$ 1,580,615	\$ 414,893	\$ 96,185	\$ 2,091,693
Fixed rate	116,552	34,310	5,632	156,494
Residential mortgage loans and equity lines				
Floating rate	44	550	992,165	992,759
Fixed rate	7,051	11,275	1,604,674	1,623,000
Commercial mortgage loans				
Floating rate	431,884	1,183,519	2,807,654	4,423,057
Fixed rate	226,487	867,289	268,415	1,362,191
Real estate construction loans				
Floating rate	422,783	113,515	-	536,298
Fixed rate	11,790	-	-	11,790
Installment and other loans				
Floating rate	89	-	-	89
Fixed rate	1,579	2,325	-	3,904
Total Loans	<u>\$ 2,798,874</u>	<u>\$ 2,627,676</u>	<u>\$ 5,774,725</u>	<u>\$ 11,201,275</u>
Floating rate	\$ 2,435,415	\$ 1,712,477	\$ 3,896,004	\$ 8,043,896
Fixed rate	363,459	915,199	1,878,721	3,157,379
Total Loans	<u>2,798,874</u>	<u>2,627,676</u>	<u>5,774,725</u>	<u>11,201,275</u>
Allowance for loan losses				(118,966)
Unamortized deferred loan fees				(4,994)
Net loans				<u>\$ 11,077,315</u>
Loans held for sale				<u>\$ 7,500</u>

Deposits

The Bank primarily uses customer deposits to fund its operations, and to a lesser extent borrowings in the form of securities sold under agreements to repurchase, advances from the Federal Home Loan Bank, and other borrowings. The Bank's deposits are generally obtained from the Bank's geographic market area. The Bank utilizes traditional marketing methods to attract new customers and deposits, by offering a wide variety of products and services and utilizing various forms of advertising media. Although the vast majority of the Bank's deposits are retail in nature, the Bank does engage in certain wholesale activities, primarily accepting deposits generated by brokers or Internet listing services. The Bank considers wholesale deposits to be an alternative borrowing source rather than a customer relationship and, as such, their levels are determined by management's decisions as to the most economic funding sources. Brokered-deposits totaled \$632.9 million, or 5.4%, of total deposits, at December 31, 2016, compared to \$684.2 million, or 6.5%, at December 31, 2015.

The Company's total deposits increased \$1.2 billion, or 11.1%, to \$11.7 billion at December 31, 2016, from \$10.5 billion at December 31, 2015, primarily due to a \$445.1 million, or 21.9%, increase in non-interest bearing demand deposits, a \$293.2 million, or 15.4%, increase in money market deposits, a \$264.0 million, or 27.3%, increase in NOW deposits, a \$101.8 million, or 16.5% increase in savings deposits, and a \$61.5 million, or 1.2%, increase in time deposits. The following table displays the deposit mix for the past three years:

Deposit Mix

	Year Ended December 31,					
	2016		2015		2014	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
	(Dollars in thousands)					
Demand deposits	\$ 2,478,107	21.2%	\$ 2,033,048	19.4%	\$ 1,664,914	19.0%
NOW deposits	1,230,445	10.6	966,404	9.2	778,691	8.9
Money market deposits	2,198,938	18.8	1,905,719	18.1	1,538,187	17.5
Savings deposits	719,949	6.2	618,164	5.9	533,940	6.1
Time deposits	5,047,287	43.2	4,985,752	47.4	4,267,728	48.5
Total	<u>\$ 11,674,726</u>	<u>100%</u>	<u>\$ 10,509,087</u>	<u>100%</u>	<u>\$ 8,783,460</u>	<u>100%</u>

Average total deposits increased \$1.2 billion, or 12.2%, to \$10.8 billion in 2016, compared with average total deposits of \$9.6 billion in 2015.

The following table displays average deposits and rates for the past five years:

Average Deposits and Average Rates

	Year Ended December 31,									
	2016		2015		2014		2013		2012	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
	(Dollars in thousands)									
Demand deposits \$	2,199,274	-%	\$ 1,781,981	-%	\$ 1,535,461	-%	\$ 1,325,781	-%	\$ 1,157,343	-%
NOW deposits ...	1,046,046	0.17	860,513	0.16	721,435	0.17	634,506	0.16	516,246	0.15
Money market deposits	2,059,823	0.65	1,677,065	0.60	1,407,053	0.61	1,215,347	0.58	1,059,841	0.56
Savings deposits	636,422	0.16	590,987	0.15	532,184	0.15	488,932	0.08	451,022	0.08
Time deposits	4,810,746	0.90	4,673,862	0.84	4,257,736	0.82	3,993,508	0.80	4,197,906	0.96
Total	<u>\$ 10,752,311</u>	<u>0.55%</u>	<u>\$ 9,584,408</u>	<u>0.54%</u>	<u>\$ 8,453,869</u>	<u>0.54%</u>	<u>\$ 7,658,074</u>	<u>0.53%</u>	<u>\$ 7,382,358</u>	<u>0.64%</u>

Management considers the Bank time deposits of \$250,000 or more, which totaled \$2.0 billion at December 31, 2016, to be generally less volatile than other wholesale funding sources primarily because approximately 86% of the Bank's CDs of \$250,000 or more have been on deposit with the Bank for two years or more. Management monitors the CDs of \$250,000 or more portfolio to identify any changes in the deposit behavior in the market and of the customers the Bank is serving.

Of our CDs, approximately 91% mature within one year as of December 31, 2016. The following tables display time deposits by maturity:

Time Deposits by Maturity

	At December 31, 2016		
	Time Deposits -under \$100,000	Time Deposits -\$100,000 and over	Total Time Deposits
	(Dollars in thousands)		
Less than three months	\$ 413,994	\$ 1,174,529	\$ 1,588,523
Three to six months	330,554	666,969	997,523
Six to twelve months	468,996	1,542,317	2,011,313
Over one year	150,041	299,887	449,928
Total	<u>\$ 1,363,585</u>	<u>\$ 3,683,702</u>	<u>\$ 5,047,287</u>
Percent of total deposits	11.7%	31.5%	43.2%

The following table displays time deposits with a remaining term of more than one year at December 31, 2016:

Maturities of Time Deposits with a Remaining Term of More Than One Year for Each of the Five Years Following December 31, 2016

	(In thousands)
2018	\$ 371,713
2019	75,266
2020	2,899
2021	39
2022	11

Borrowings

Borrowings include securities sold under agreements to repurchase, Federal funds purchased, funds obtained as advances from the Federal Home Loan Bank (“FHLB”) of San Francisco, and borrowings from other financial institutions.

Securities sold under agreements to repurchase were \$350.0 million with a weighted average rate of 4.06% at December 31, 2016, compared to \$400.0 million with a weighted average rate of 3.89% at December 31, 2015. As of December 31, 2016, four floating-to-fixed rate agreements totaling \$200.0 million with weighted average rate of 5.0% and final maturity in January 2017 have initial floating rates for one year, with floating rates of the three-month LIBOR rate minus 340 basis points. Thereafter, the rates are fixed for the remainder of the term, with interest rates ranging from 4.89% to 5.07%. As of December 31, 2016, three fixed rate non-callable securities sold under agreements to repurchase totaled \$150 million with a weighted average rate of 2.81%, compared to four fixed rate non-callable securities sold under agreements to repurchase totaling \$200 million with a weighted average rate of 2.78% as of December 31, 2015. Final maturity for the three fixed rate non-callable securities sold under agreements to repurchase is \$50.0 million in July 2017, \$50.0 million in June 2018, and \$50.0 million in July 2018.

These transactions are accounted for as collateralized financing transactions and recorded at the amounts at which the securities were sold. The Company may have to provide additional collateral for the repurchase agreements, as necessary. The underlying collateral pledged for the repurchase agreements consists of U.S. Treasury securities and mortgage-backed securities with a fair value of \$372.0 million as of December 31, 2016, and \$430.2 million as of December 31, 2015.

The table below provides comparative data for securities sold under agreements to repurchase for the years indicated:

	<u>2016</u>		<u>2015</u>		<u>2014</u>
	(Dollars in thousands)				
Average amount outstanding during the year ⁽¹⁾	\$ 381,967	\$	400,822	\$	629,315
Maximum amount outstanding at month-end ⁽²⁾	400,000		400,000		700,000
Balance, December 31	350,000		400,000		450,000
Rate, December 31	4.06%		3.89%		3.85%
Weighted average interest rate for the year	4.01%		3.95%		3.92%

(1) Average balances were computed using daily averages.

(2) Highest month-end balances were January 2016, January 2015, and January 2014.

As of December 31, 2016, over-night borrowings from the FHLB were \$275.0 million at a rate of 0.55% compared to \$250.0 million at a rate of 0.27% at December 31, 2015. As of December 31, 2016, the advances from the FHLB were \$75 million at a rate of 1.48% compared to \$25 million at a rate of 1.13% as of December 31, 2015. As of December 31, 2016, final maturity for the FHLB advances is \$25 million in March 2018 and \$50 million in December 2019.

Long-term Debt

We established three special purpose trusts in 2003 and two in 2007 for the purpose of issuing Guaranteed Preferred Beneficial Interests in their Subordinated Debentures to outside investors (“Capital Securities”). The proceeds from the issuance of the Capital Securities as well as our purchase of the common stock of the special purpose trusts were invested in Junior Subordinated Notes of the Company (“Junior Subordinated Notes”). The trusts exist for the purpose of issuing the Capital Securities and investing in Junior Subordinated Notes. Subject to some limitations, payment of distributions out of the monies held by the trusts and payments on liquidation of the trusts, or the redemption of the Capital Securities, are guaranteed by the Company to the extent the trusts have funds on hand at such time. The obligations of the Company under the guarantees and the Junior Subordinated Notes are subordinate and junior in right of payment to all indebtedness of the Company and will be structurally subordinated to all liabilities and obligations of the Company’s subsidiaries. The Company has the right to defer payments of interest on the Junior Subordinated Notes at any time or from time to time for a period of up to twenty consecutive quarterly periods with respect to each deferral period. Under the terms of the Junior Subordinated Notes, the Company may not, with certain exceptions, declare or pay any dividends or distributions on its capital stock or purchase or acquire any of its capital stock if it has deferred payment of interest on any Junior Subordinated Notes.

At December 31, 2016, Junior Subordinated Notes totaled \$119.1 million with a weighted average interest rate of 3.15%, compared to \$119.1 million with a weighted average rate of 2.70% at December 31, 2015. The Junior Subordinated Notes have a stated maturity term of 30 years. The Junior Subordinated Notes qualify as Tier 1 capital for regulatory reporting purposes at both December 31, 2016 and 2015. The trusts are not consolidated with the Company in accordance with an accounting pronouncement that took effect in December 2003.

Off-Balance-Sheet Arrangements, Commitments, Guarantees, and Contractual Obligations

The following table summarizes our contractual obligations and commitments to make future payments as of December 31, 2016. Payments for deposits and borrowings do not include interest. Payments related to leases are based on actual payments specified in the underlying contracts. Loan commitments and standby letters of credit are presented at contractual amounts; however, since many of these commitments are expected to expire unused or only partially used, the total amounts of these commitments do not necessarily reflect future cash requirements.

	Payment Due by Period				Total
	1 year or less	More than 1 year but less than 3 years	3 years or more but less than 5 years	5 years or more	
	(In thousands)				
Contractual obligations:					
Securities sold under agreements to repurchase ⁽¹⁾	\$ 200,000	\$ -	\$ -	\$ -	\$ 200,000
Securities sold under agreements to repurchase ⁽²⁾	50,000	100,000	-	-	150,000
Advances from the Federal Home Loan Bank	275,000	25,000	50,000	-	350,000
Other borrowings	-	-	-	17,662	17,662
Long-term debt	-	-	-	119,136	119,136
Operating leases	8,562	12,239	6,590	7,778	35,169
Deposits with stated maturity dates leases	4,597,359	446,979	2,938	11	5,047,287
Total contractual obligations and other commitments	<u>\$ 5,130,921</u>	<u>\$ 584,218</u>	<u>\$ 59,528</u>	<u>\$ 144,587</u>	<u>\$ 5,919,254</u>
Other commitments:					
Commitments to extend credit	1,109,889	708,603	91,234	152,515	2,062,241
Standby letters of credit	44,940	2,255	27,743	458	75,396
Commercial letters of credit	37,033	92	158	-	37,283
Bill of lading guarantees	75	-	-	-	75
Total contractual obligations and other commitments	<u>\$ 1,191,937</u>	<u>\$ 710,950</u>	<u>\$ 119,135</u>	<u>\$ 152,973</u>	<u>\$ 2,174,995</u>

⁽¹⁾ These repurchase agreements have a final maturity of 10-years from origination date but are callable on a quarterly basis.

⁽²⁾ These repurchase agreements are non-callable.

In the normal course of business, we enter into various transactions, which, in accordance with U.S. generally accepted accounting principles, are not included in our Consolidated Balance Sheets. We enter into these transactions to meet the financing needs of our customers. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the Consolidated Balance Sheets.

Loan Commitments. We enter into contractual commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of our commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. We minimize our exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. Management assesses the credit risk associated with certain commitments to extend credit in determining the level of the allowance for credit losses.

Standby Letters of Credit. Standby letters of credit are written conditional commitments issued by us to secure the obligations of a customer to a third party. In the event the customer does not perform in accordance with the terms of an agreement with the third party, we would be required to fund the commitment. The maximum potential amount of future payments we could be required to make is represented by the contractual amount of the commitment. If the commitment is

funded, we would be entitled to seek reimbursement from the customer. Our policies generally require that standby letter of credit arrangements contain security and debt covenants similar to those contained in loan agreements.

Capital Resources

Stockholders' Equity

Total equity was \$1.83 billion at December 31, 2016, an increase of \$80.8 million, or 4.6%, from \$1.75 billion at December 31, 2015, primarily due to increases in net income of \$175.1 million, proceeds from exercise of stock options of \$7.7 million, in other comprehensive income of \$4.7 million, and proceeds from dividend reinvestment of \$2.3 million offset by purchases of treasury stock of \$54.4 million and common stock cash dividends of \$59.3 million. The Company paid cash dividends of \$0.75 per common share in 2016 and \$0.56 per common share in 2015.

In August 2015, the Company resumed stock repurchases under the November 2007 repurchase program and repurchased the remaining 622,500 shares for \$18.1 million, or an average price of \$29.08 per share. Also, in August 2015, the Board of Directors approved a stock repurchase program for the Company to buy back up to two million shares of our common stock, and 1,366,750 shares were repurchased during 2015. In January and February of 2016, the Company repurchased the remaining 633,250 shares under the August 2015 repurchase program for \$17.0 million, or an average price of \$26.82 per share.

On February 1, 2016, the Board of Directors approved a new stock repurchase program to buy back up to \$45.0 million of our common stock. In 2016, the Company repurchased 1,380,578 shares for \$37.5 million, or \$27.13 per share under the February 2016 repurchase program. As of December 31, 2016, the Company may repurchase up to \$7.5 million of its common stock under the February 2016 repurchase program.

Capital Adequacy

Management seeks to retain our capital at a level sufficient to support future growth, protect depositors and stockholders, and comply with various regulatory requirements. The primary measure of capital adequacy is based on the ratio of risk-based capital to risk-weighted assets. At December 31, 2016, the Company's common equity Tier 1 capital ratio of 12.84%, Tier 1 risk-based capital ratio of 13.85%, total risk-based capital ratio of 14.97%, and Tier 1 leverage capital ratio of 11.57%, calculated under the new Basel III capital rules that became effective January 1, 2015, continue to place the Company in the "well capitalized" category for regulatory purposes, which is defined as institutions with a common equity Tier 1 capital ratio equal to or greater than 6.5%, a Tier 1 risk-based capital ratio equal to or greater than 8%, a total risk-based capital ratio equal to or greater than 10%, and a Tier 1 leverage capital ratio equal to or greater than 5%. At December 31, 2015, the Company's common equity Tier 1 capital ratio was 12.95%, Tier 1 risk-based capital ratio was 14.03%, total risk-based capital ratio was 15.30%, and Tier 1 leverage capital ratio was 11.95%.

A table displaying the Bancorp's and the Bank's capital and leverage ratios at December 31, 2016, and 2015, is included in Note 21 to the Consolidated Financial Statements.

Dividend Policy

Holders of common stock are entitled to dividends as and when declared by our Board of Directors out of funds legally available for the payment of dividends. Although we have historically paid cash dividends on our common stock, we are not required to do so. We increased the common stock dividend from \$.01 per share to \$.05 per share in the fourth quarter of 2013, to \$.07 per share in the second quarter of 2014, to \$.10 per share in the fourth quarter of 2014, to \$.14 per share in the second quarter of 2015, to \$.18 per share in the fourth quarter of 2015, and to \$.21 per share in the fourth quarter of 2016. The amount of future dividends will depend on our earnings, financial condition, capital requirements and other factors, and will be determined by our Board of Directors. The terms of our Junior Subordinated Notes also limit our ability to pay dividends. If we are not current in our payment of dividends on our Junior Subordinated Notes, we may not pay dividends on our common stock.

Substantially all of the revenues of the Company available for payment of dividends derive from amounts paid to it by the Bank. The Bank paid dividends to the Bancorp totaling \$113.4 million during 2016, \$163.3 million during 2015, and \$30.0 million during 2014.

The Federal Reserve Board issued Federal Reserve Supervision and Regulation Letter SR-09-4 that states that bank holding companies are expected to inform and consult with the Federal Reserve supervisory staff prior to declaring and paying a dividend that exceeds earnings for the period for which the dividend is being paid.

Under California State banking law, the Bank may not without regulatory approval pay a cash dividend which exceeds the lesser of the Bank's retained earnings or its net income for the last three fiscal years, less any cash distributions made during that period. Under this regulation, the amount of retained earnings available for cash dividends to the Company immediately after December 31, 2016, was restricted to approximately \$178.2 million.

Risk Elements of the Loan Portfolio

Non-performing Assets

Non-performing assets include loans past due 90 days or more and still accruing interest, non-accrual loans, and OREO. Our policy is to place loans on non-accrual status if interest and principal or either interest or principal is past due 90 days or more, or in cases where management deems the full collection of principal and interest unlikely. After a loan is placed on non-accrual status, any previously accrued but unpaid interest is reversed and charged against current income and subsequent payments received are generally first applied towards the outstanding principal balance of the loan. Depending on the circumstances, management may elect to continue the accrual of interest on certain past due loans if partial payment is received and/or the loan is well collateralized and in the process of collection. The loan is generally returned to accrual status when the borrower has brought the past due principal and interest payments current and, in the opinion of management, the borrower has demonstrated the ability to make future payments of principal and interest as scheduled.

Management reviews the loan portfolio regularly for problem loans. During the ordinary course of business, management becomes aware of borrowers that may not be able to meet the contractual requirements of the loan agreements. Such loans are placed under closer supervision with consideration given to placing the loan on non-accrual status, the need for an additional allowance for loan losses, and (if appropriate) partial or full charge-off.

Total non-performing portfolio assets decreased \$7.0 million, or 9.2%, to \$69.8 million at December 31, 2016, compared to \$76.8 million at December 31, 2015, primarily due to a \$2.4 million decrease in non-accrual loans and a \$4.6 million decrease in OREO.

As a percentage of gross loans, excluding loans held for sale, plus OREO, our non-performing assets decreased to 0.62% at December 31, 2016, from 0.75% at December 31, 2015. The non-performing portfolio loan, excluding loans held for sale, coverage ratio, defined as the allowance for credit losses to non-performing loans, excluding loans held for sale, decreased to 245.9% at December 31, 2016, from 269.4% at December 31, 2015.

The following table presents the breakdown of total non-accrual, past due, and restructured loans for the past five years:

Non-accrual, Past Due and Restructured Loans

	As of December 31,				
	2016	2015	2014	2013	2012
	(Dollars in thousands)				
Accruing loans past due 90 days or more .. \$	-	-	-	982	630
Non-accrual loans	49,682	52,130	70,163	83,183	103,902
Total non-performing loans	<u>49,682</u>	<u>52,130</u>	<u>70,163</u>	<u>84,165</u>	<u>104,532</u>
Real estate acquired in foreclosure and other assets	20,070	24,701	31,477	52,985	46,384
Total non-performing assets	<u>\$ 69,752</u>	<u>\$ 76,831</u>	<u>\$ 101,640</u>	<u>\$ 137,150</u>	<u>\$ 150,916</u>
Accruing troubled debt restructurings (TDRs)	\$ 65,393	\$ 81,680	\$ 104,356	\$ 117,597	\$ 144,695
Non-accrual TDRs (included in non-accrual loans)	\$ 29,722	\$ 39,923	\$ 41,618	\$ 38,769	\$ 47,731
Non-accrual loans held for sale	\$ 7,500	\$ 5,944	\$ 973	\$ -	\$ -
Non-performing assets as a percentage of gross loans and OREO at year-end	0.62%	0.75%	1.14%	1.69%	2.02%
Allowance for credit losses as a percentage of gross loans	1.09%	1.38%	1.83%	2.17%	2.49%
Allowance for credit losses as a percentage of non-performing loans	245.94%	269.44%	232.84%	208.22%	176.68%

The effect of non-accrual loans on interest income for the past five years is presented below:

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(In thousands)				
Non-accrual Loans					
Contractual interest due	\$ 1,573	\$ 5,732	\$ 6,663	\$ 5,851	\$ 6,621
Interest recognized	95	119	217	22	1,006
Net interest foregone	<u>\$ 1,478</u>	<u>\$ 5,613</u>	<u>\$ 6,446</u>	<u>\$ 5,829</u>	<u>\$ 5,615</u>

As of December 31, 2016, there were no commitments to lend additional funds to those borrowers whose loans had been restructured, were considered impaired, or were on non-accrual status.

Non-accrual Loans

Total non-accrual portfolio loans, excluding loans held for sale, of \$49.7 million at December 31, 2016, decreased \$2.4 million, or 4.7%, from \$52.1 million at December 31, 2015. The allowance for the collateral-dependent impaired loans is calculated by the difference between the outstanding loan balance and the value of the collateral as determined by recent appraisals, sales contracts, or other available market price information. The allowance for collateral-dependent impaired loans varies from loan to loan based on the collateral coverage of the loan at the time of designation as non-performing. We continue to monitor the collateral coverage, based on recent appraisals, on these loans on a quarterly basis and adjust the allowance accordingly.

Non-accrual portfolio loans, excluding loans held for sale, at December 31, 2016, consisted of 28 commercial real estate loans totaling \$19.8 million, one residential construction loan of \$5.5 million, 33 residential mortgage loans totaling \$8.4 million, 19 commercial loans totaling \$15.7 million, and one land loan of \$283,000. Non-accrual loans also include those troubled debt restructurings that do not qualify for accrual status. The comparable numbers for 2015 were 29 commercial real estate loans totaling \$16.0 million, two residential construction loans of \$15.8 million, 33 residential mortgage loans totaling \$7.0 million, 12 commercial loans totaling \$3.5 million, two land loans totaling \$9.3 million, and one non-farm non-residential construction loan of \$500,000.

The following tables present the type of properties securing the non-accrual portfolio loans and the type of businesses the borrowers engaged in as of the dates indicated:

	December 31, 2016		December 31, 2015	
	Real Estate ⁽¹⁾	Commercial	Real Estate ⁽¹⁾	Commercial
	(In thousands)			
Type of Collateral				
Single/Multi-family residence	\$ 9,368	\$ 218	\$ 8,727	\$ -
Commercial real estate	24,321	-	30,588	834
Land	283	-	9,270	-
Personal property (UCC)	-	15,492	-	2,711
Total	<u>\$ 33,972</u>	<u>\$ 15,710</u>	<u>\$ 48,585</u>	<u>\$ 3,545</u>

⁽¹⁾ Real estate includes commercial mortgage loans, real estate construction loans, and residential mortgage loans and equity lines.

	December 31, 2016		December 31, 2015	
	Real Estate ⁽¹⁾	Commercial	Real Estate ⁽¹⁾	Commercial
	(In thousands)			
Type of Business				
Real estate development	\$ 13,804	\$ -	\$ 29,174	\$ 834
Wholesale/Retail	12,312	9,213	13,414	780
Food/Restaurant	153	-	293	-
Import/Export	-	6,174	-	1,931
Other	7,703	323	5,704	-
Total	<u>\$ 33,972</u>	<u>\$ 15,710</u>	<u>\$ 48,585</u>	<u>\$ 3,545</u>

⁽¹⁾ Real estate includes commercial mortgage loans, real estate construction loans, and residential mortgage loans and equity lines.

Troubled Debt Restructurings

A troubled debt restructuring (“TDR”) is a formal modification of the terms of a loan when the Bank, for economic or legal reasons related to the borrower’s financial difficulties, grants a concession to the borrower. The concessions may be granted in various forms, including reduction of the stated interest rate, reduction of the amount of principal amortization, forgiveness of a portion of a loan balance or accrued interest, or an extension of the maturity date. Although these loan modifications are considered under ASC Subtopic 310-40 to be TDRs, the loans must have, pursuant to the Bank’s policy, performed under the restructured terms and have demonstrated sustained performance under the modified terms for six months before being returned to accrual status. The sustained performance considered by management pursuant to its policy includes the periods prior to the modification if the prior performance met or exceeded the modified terms. This would include cash paid by the borrower prior to the restructure to set up interest reserves.

A summary of TDRs by type of loan and by accrual/non-accrual status is shown below:

Accruing TDRs	December 31, 2016			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
			(In thousands)	
Commercial loans	\$ 7,971	\$ -	\$ 4,081	\$ 12,052
Commercial mortgage loans	25,979	5,961	12,452	44,392
Residential mortgage loans	5,104	789	3,056	8,949
Total accruing TDRs	<u>\$ 39,054</u>	<u>\$ 6,750</u>	<u>\$ 19,589</u>	<u>\$ 65,393</u>

Non-accrual TDRs	December 31, 2016			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
			(In thousands)	
Commercial loans	\$ 14,565	\$ -	\$ -	\$ 14,565
Commercial mortgage loans	2,510	1,795	10,328	14,633
Residential mortgage loans	356	-	168	524
Total non-accrual TDRs	<u>\$ 17,431</u>	<u>\$ 1,795</u>	<u>\$ 10,496</u>	<u>\$ 29,722</u>

Accruing TDRs	December 31, 2015			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
			(In thousands)	
Commercial loans	\$ 8,298	\$ -	\$ 1,726	\$ 10,024
Real estate construction loans	-	-	5,696	5,696
Commercial mortgage loans	16,701	6,045	33,800	56,546
Residential mortgage loans	5,201	999	3,214	9,414
Total accruing TDRs	<u>\$ 30,200</u>	<u>\$ 7,044</u>	<u>\$ 44,436</u>	<u>\$ 81,680</u>

Non-accrual TDRs	December 31, 2015			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
			(In thousands)	
Commercial loans	\$ 1,033	\$ 90	\$ 1,123	\$ 1,123
Real estate construction loans	9,981	5,825	15,806	15,806
Commercial mortgage loans	1,544	20,362	21,906	21,906
Residential mortgage loans	388	700	1,088	1,088
Total non-accrual TDRs	<u>\$ 12,946</u>	<u>\$ 26,977</u>	<u>\$ 39,923</u>	<u>\$ 39,923</u>

The activity within our TDR loans for 2016, 2015, and 2014 is shown below:

Accruing TDRs	<u>2016</u>	<u>2015</u>	<u>2014</u>
		(In thousands)	
Beginning balance	\$ 81,680	\$ 104,356	\$ 117,597
New restructurings	26,965	17,752	23,740
Restructured loans restored to accrual status.....	10,303	723	962
Charge-offs.....	(88)	(104)	-
Payments	(24,192)	(30,858)	(13,256)
Restructured loans placed on non-accrual.....	(13,984)	(10,189)	(24,687)
Expiration of loan concession	(15,291)	-	-
Ending balance	<u>\$ 65,393</u>	<u>\$ 81,680</u>	<u>\$ 104,356</u>
Non-accrual TDRs	<u>2016</u>	<u>2015</u>	<u>2014</u>
		(In thousands)	
Beginning balance	\$ 39,923	\$ 41,618	\$ 38,769
New restructurings	6,940	2,006	1,331
Restructured loans placed on non-accrual.....	13,984	10,189	24,688
Charge-offs.....	(5,271)	(3,246)	(8,938)
Payments	(15,551)	(9,921)	(11,710)
Foreclosures	-	-	(1,560)
Restructured loans restored to accrual status.....	(10,303)	(723)	(962)
Ending balance	<u>\$ 29,722</u>	<u>\$ 39,923</u>	<u>\$ 41,618</u>

Impaired Loans

A loan is considered impaired when it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement based on current circumstances and events. The assessment for impairment occurs when and while such loans are on non-accrual as a result of delinquency of over 90 days or receipt of information indicating that full collection of principal is doubtful, or when the loan has been restructured in a troubled debt restructuring. Those loans with a balance less than our defined selection criteria, generally when a loan amount is \$500,000 or less, are treated as a homogeneous portfolio. If loans meeting the defined criteria are not collateral dependent, we measure the impairment based on the present value of the expected future cash flows discounted at the loan's effective interest rate. If loans meeting the defined criteria are collateral dependent, we measure the impairment by using the loan's observable market price or the fair value of the collateral. We obtain an appraisal to determine the amount of impairment at the date that the loan becomes impaired. The appraisals are based on "as is" or bulk sale valuations. To ensure that appraised values remain current, we generally obtain an updated appraisal every twelve months from qualified independent appraisers. If the fair value of the collateral is less than the recorded amount of the loan, we then recognize impairment by creating or adjusting an existing valuation allowance with a corresponding charge to the provision for loan losses. If an impaired loan is expected to be collected through liquidation of the collateral, the amount of impairment, excluding disposal costs, which range between 3% to 6% of the fair value, depending on the size of impaired loan, is charged off against the allowance for loan losses. Non-accrual impaired loans are not returned to accruing status unless the unpaid interest has been brought current and full repayment of the recorded balance is expected or if the borrower has made six consecutive monthly payments of the scheduled amounts due, and are continued to be reviewed for impairment until they are no longer reported as TDRs.

We identified impaired loans with a recorded investment of \$115.1 million at December 31, 2016, compared to \$133.8 million at December 31, 2015. The average balance of impaired loans was \$131.0 million in 2016 and \$162.9 million in 2015. We considered all non-accrual loans to be impaired. Interest recognized on impaired loans totaled \$3.5 million in 2016 and \$4.0 million in 2015. As of December 31, 2016, \$34.0 million, or 68.4%, of the \$49.7 million of non-accrual portfolio loans, excluding loans held for sale, was secured by real estate. As of December 31, 2015, \$48.6 million, or 93.2%, of the \$52.1 million of non-accrual portfolio loans, excluding loans held for sale, was secured by real estate. The Bank obtains current appraisals or other available market price information which provides updated factors in evaluating potential loss.

At December 31, 2016, \$2.8 million of the \$119.0 million allowance for loan losses was allocated for impaired loans and \$116.2 million was allocated to the general allowance. At December 31, 2015, \$7.8 million of the \$139.0 million allowance for loan losses was allocated for impaired loans and \$131.2 million was allocated to the general allowance. In 2016, net loan charge-offs were \$4.3 million, or 0.04%, of average loans, compared to \$11.1 million, or 0.12%, of average loans in 2015.

The allowance for loan losses to non-performing loans, excluding loans held for sale, was 239.5% at December 31, 2016, compared to 266.6% at December 31, 2015. Non-accrual loans also include those TDRs that do not qualify for accrual status.

The following table presents impaired loans and the related allowance as of the dates indicated:

	Impaired Loans					
	As of December 31, 2016			As of December 31, 2015		
	Unpaid Principal Balance	Recorded Investment	Allowance	Unpaid Principal Balance	Recorded Investment	Allowance
	(In thousands)					
With no allocated allowance						
Commercial loans	\$ 24,037	\$ 23,121	\$ -	\$ 15,493	\$ 6,721	\$ -
Real estate construction loans	5,776	5,458	-	51,290	22,002	-
Commercial mortgage loans	60,522	54,453	-	59,954	54,625	-
Residential mortgage and equity lines	5,472	5,310	-	3,233	3,026	-
Subtotal	<u>\$ 95,807</u>	<u>\$ 88,342</u>	<u>\$ -</u>	<u>\$ 129,970</u>	<u>\$ 86,374</u>	<u>\$ -</u>
With allocated allowance						
Commercial loans	\$ 5,216	\$ 4,640	\$ 1,827	\$ 7,757	\$ 6,847	\$ 530
Commercial mortgage loans	10,158	10,017	573	28,258	27,152	6,792
Residential mortgage and equity lines	13,263	12,075	396	14,383	13,437	427
Subtotal	<u>\$ 28,637</u>	<u>\$ 26,732</u>	<u>\$ 2,796</u>	<u>\$ 50,398</u>	<u>\$ 47,436</u>	<u>\$ 7,749</u>
Total impaired loans	<u>\$ 124,444</u>	<u>\$ 115,074</u>	<u>\$ 2,796</u>	<u>\$ 180,368</u>	<u>\$ 133,810</u>	<u>\$ 7,749</u>

Loan Interest Reserves

In accordance with customary banking practice, construction loans and land development loans are originated where interest on the loan is disbursed from pre-established interest reserves included in the total original loan commitment. Our construction and land development loans generally include optional renewal terms after the maturity of the initial loan term. New appraisals are obtained prior to extension or renewal of these loans in part to determine the appropriate interest reserve to be established for the new loan term. Loans with interest reserves are underwritten to the same criteria, including loan to value and, if applicable, pro forma debt service coverage ratios, as loans without interest reserves. Construction loans with interest reserves are monitored on a periodic basis to gauge progress towards completion. Interest reserves are frozen if it is determined that additional draws would result in a loan to value ratio that exceeds policy maximums based on collateral type. Our policy limits in this regard are consistent with supervisory limits and range from 65% in the case of land to 85% in the case of 1- to 4-family residential construction projects.

As of December 31, 2016, construction loans of \$500.2 million were disbursed with pre-established interest reserves of \$58.9 million compared to \$371.4 million of such loans disbursed with pre-established interest reserves of \$49.5 million at December 31, 2015. The balance for construction loans with interest reserves which have been renewed was \$113.1 million with pre-established interest reserves of \$2.1 million at December 31, 2016, compared to \$67.8 million with pre-established interest reserves of \$2.6 million at December 31, 2015. Land loans of \$51.3 million were disbursed with pre-established interest reserves of \$1.0 million at December 31, 2016, compared to \$87.3 million land loans disbursed with pre-established interest reserves of \$1.8 at December 31, 2015. The balance for land loans with interest reserves which have been renewed was \$2.0 million at December 31, 2016 with pre-established interest reserves of \$40,000, compared to \$73.2 million land loans with pre-established interest reserves of \$1.3 million at December 31, 2015.

At December 31, 2016, the Bank had no loans on non-accrual status with available interest reserves. At December 31, 2016, \$5.5 million non-accrual non-residential construction loans, zero of non-accrual residential construction loans, and \$7.8 million of non-accrual land loans had been originated with pre-established interest reserves. At December 31, 2015, the Bank had no loans on non-accrual status with available interest reserves. At December 31, 2015, \$15.8 million of non-accrual non-residential construction loans, \$0.5 million of non-accrual residential construction loans, and \$13.9 million of non-accrual land loans had been originated with pre-established interest reserves. While loans with interest reserves are typically expected to be repaid in full according to the original contractual terms, some loans require one or more extensions beyond the original maturity. Typically, these extensions are required due to construction delays, delays in the sale or lease of property, or some combination of these two factors.

Loan Concentration

Most of our business activity is with customers located in the predominantly Asian areas of California; New York City; Dallas and Houston, Texas; Seattle, Washington; Boston, Massachusetts; Chicago, Illinois; Nevada; New Jersey; and Maryland. We have no specific industry concentration, and generally our loans are collateralized with real property or other pledged collateral. Loans are generally expected to be paid off from the operating profits of the borrowers, refinancing by another lender, or through sale by the borrowers of the secured collateral. We experienced no loan concentrations to multiple borrowers in similar activities that exceeded 10% of total loans as of December 31, 2016.

The Federal banking regulatory agencies issued final guidance on December 6, 2006, regarding risk management practices for financial institutions with high or increasing concentrations of commercial real estate ("CRE") loans on their balance sheets. The regulatory guidance reiterates the need for sound internal risk management practices for those institutions that have experienced rapid growth in CRE lending, have notable exposure to specific types of CRE, or are approaching or exceeding the supervisory criteria used to evaluate the CRE concentration risk, but the guidance is not to be construed as a limit for CRE exposure. The supervisory criteria are: (1) total reported loans for construction, land development, and other land represent 100% of the institution's total risk-based capital, and (2) both total CRE loans represent 300% or more of the institution's total risk-based capital and the institution's CRE loan portfolio has increased 50% or more within the last thirty-six months. The Bank's loans for construction, land development, and other land represented 40% of total risk-based capital as of December 31, 2016, and 36% as of December 31, 2015. Total CRE loans represented 300% of total risk-based capital as of December 31, 2016, and 286% as of December 31, 2015, which were within the Bank's internal limit of 400%, of total capital. See Part I — Item 1A — "Risk Factors" for a discussion of some of the factors that may affect us.

Allowance for Credit Losses

The Bank maintains the allowance for credit losses at a level that is considered appropriate to cover the estimated and known inherent risks in the loan portfolio and off-balance sheet unfunded credit commitments. Allowance for credit losses is comprised of allowances for loan losses and for off-balance sheet unfunded credit commitments. With this risk management objective, the Bank's management has an established monitoring system that is designed to identify impaired and potential problem loans, and to permit periodic evaluation of impairment and the adequacy level of the allowance for credit losses in a timely manner.

In addition, the Board of Directors of the Bank has established a written credit policy that includes a credit review and control system that it believes should be effective in ensuring that the Bank maintains an appropriate allowance for credit losses. The Board of Directors provides oversight for the allowance evaluation process, including quarterly evaluations, and determines whether the allowance is appropriate to absorb losses in the credit portfolio. The determination of the amount of the allowance for credit losses and the provision for credit losses is based on management's current judgment about the credit quality of the loan portfolio and takes into consideration known relevant internal and external factors that affect collectability when determining the appropriate level for the allowance for credit losses. The nature of the process by which the Bank determines the appropriate allowance for credit losses requires the exercise of considerable judgment. Additions or reductions to the allowance for credit losses are made by charges or credits to the provision for credit losses. Identified credit exposures that are determined to be uncollectible are charged against the allowance for credit losses. Recoveries of previously charged off amounts, if any, are credited to the allowance for credit losses. A weakening of the economy or other factors that adversely affect asset quality can result in an increase in the number of delinquencies, bankruptcies, and defaults, and a higher level of non-performing assets, net charge-offs, and provision for loan losses. See Part I — Item 1A — “Risk Factors” for additional factors that could cause actual results to differ materially from forward-looking statements or historical performance.

The allowance for loan losses was \$119.0 million and the allowance for off-balance sheet unfunded credit commitments was \$3.2 million at December 31, 2016, which represented the amount believed by management to be appropriate to absorb credit losses inherent in the loan portfolio. The allowance for credit losses, which is the sum of the allowances for loan losses and for off-balance sheet unfunded credit commitments, was \$122.2 million at December 31, 2016, compared to \$140.5 million at December 31, 2015, a decrease of \$18.3 million, or 13.0%. The allowance for credit losses represented 1.09% of period-end gross loans and 245.9% of non-performing loans at December 31, 2016. The comparable ratios were 1.38% of period-end gross loans and 269.4% of non-performing loans at December 31, 2015.

The following table sets forth the information relating to the allowance for loan losses, charge-offs, recoveries, and the reserve for off-balance sheet credit commitments for the past five years:

Allowance for Credit Losses

	Amount Outstanding as of December 31,				
	2016	2015	2014	2013	2012
	(Dollars in thousands)				
Allowance for loan losses					
Balance at beginning of year	\$ 138,963	\$ 161,420	\$ 173,889	\$ 183,322	\$ 206,280
Reversal for credit losses	(15,650)	(11,400)	(10,800)	(3,000)	(9,000)
(Reversal)/provision for reserve for off-balance sheet credit commitments	-	-	(372)	-	706
Charge-offs :					
Commercial loans	(12,955)	(16,426)	(7,875)	(15,625)	(17,707)
Construction loans-residential.....	-	-	(2,382)	-	(391)
Construction loans-other	-	-	(4,365)	-	(774)
Real estate loans	(1,486)	(3,355)	(7,613)	(3,499)	(13,616)
Real estate land loans	(4,462)	(646)	-	(1,318)	(278)
Installment loans and other loans	-	-	-	-	(25)
Total charge-offs	(18,903)	(20,427)	(22,235)	(20,442)	(32,791)
Recoveries:					
Commercial loans	4,144	4,619	12,517	2,739	1,949
Construction loans-residential.....	500	-	48	1,201	3,788
Construction loans-other	7,417	202	2,499	1,083	2,365
Real estate loans	1,542	4,283	5,752	5,978	8,820
Real estate land loans	953	266	109	2,997	1,202
Installment loans and other loans	-	-	13	11	3
Total recoveries	14,556	9,370	20,938	14,009	18,127
Balance at end of year	<u>\$ 118,966</u>	<u>\$ 138,963</u>	<u>\$ 161,420</u>	<u>\$ 173,889</u>	<u>\$ 183,322</u>
Reserve for off-balance sheet credit commitments					
Balance at beginning of year	\$ 1,494	\$ 1,949	\$ 1,363	\$ 1,363	\$ 2,069
Provision/(Reversal) for credit losses	1,730	(455)	586	-	(706)
Balance at end of year	<u>\$ 3,224</u>	<u>\$ 1,494</u>	<u>\$ 1,949</u>	<u>\$ 1,363</u>	<u>\$ 1,363</u>
Average loans outstanding during the year ⁽¹⁾	\$10,620,819	\$ 9,593,448	\$ 8,532,245	\$ 7,630,530	\$ 7,094,197
Ratio of net charge-offs to average loans outstanding during the year ⁽¹⁾	0.04%	0.12%	0.02%	0.08%	0.21%
(Reversal)/provision for credit losses to average loans outstanding during the year ⁽¹⁾	-0.15%	-0.12%	-0.13%	-0.04%	-0.13%
Allowance for credit losses to non-performing portfolio loans at year-end ⁽²⁾	245.94%	269.44%	232.84%	208.22%	176.68%
Allowance for credit losses to gross loans at year-end ⁽¹⁾	<u>1.09%</u>	<u>1.38%</u>	<u>1.83%</u>	<u>2.17%</u>	<u>2.49%</u>

⁽¹⁾ Excluding loans held for sale

⁽²⁾ Excluding non-accrual loans held for sale

Our allowance for loan losses consists of the following:

- **Specific allowance:** For impaired loans, we provide specific allowances for loans that are not collateral dependent based on an evaluation of the present value of the expected future cash flows discounted at the loan's effective interest rate and for loans that are collateral dependent based on the fair value of the underlying collateral determined by the most recent valuation information received, which may be adjusted based on factors such as changes in market conditions from the time of valuation. If the measure of the impaired loan is less than the recorded investment in the loan, the deficiency will be charged off against the allowance for loan losses or, alternatively, a specific allocation will be established.
- **General allowance:** The unclassified portfolio is segmented on a group basis. Segmentation is determined by loan type and common risk characteristics. The non-impaired loans are grouped into 19 segments: two commercial segments, ten commercial real estate segments, one residential construction segment, one non-residential construction segment, one SBA segment, one installment loans segment, one residential mortgage segment, one equity lines of credit segment, and one overdrafts segment. The allowance is provided for each segmented group based on the group's historical loan loss experience aggregated based on loan risk classifications which take into account the current financial condition of the borrowers and guarantors, the prevailing value of the underlying collateral if collateral dependent, charge-off history, management's knowledge of the portfolio, general economic conditions, environmental factors including the trends in delinquency and non-accrual, and other significant factors, such as the national and local economy, volume and composition of the portfolio, strength of management and loan staff, underwriting standards, and concentration of credit. In addition, management reviews reports on past-due loans to ensure appropriate classification. In the third quarter of 2014, management reevaluated the look-back period and restored the five year look-back period in order to capture a sufficient history of loss data. Additionally, risk factor calculations for pass rated loans included a specified loss emergence period and were determined based on five-year average of observed net losses, unless trends would indicate that a different weighting would be appropriate. In the fourth quarter of 2016, management reevaluated the look back period and increase the period from five to eight years to capture additional history that would incorporate the losses from the last recession. In light of the changes above, the relevant environmental factors were reduced. These refinements maintained the Bank's allowance at a level consistent with the prior quarter.

The table set forth below reflects management's allocation of the allowance for loan losses by loan category and the ratio of each loan category to the total loans as of the dates indicated:

Allocation of Allowance for Loan Losses

	As of December 31,									
	2016		2015		2014		2013		2012	
	Percentage of Loans in Each Category to Average Gross Loans		Percentage of Loans in Each Category to Average Gross Loans		Percentage of Loans in Each Category to Average Gross Loans		Percentage of Loans in Each Category to Average Gross Loans		Percentage of Loans in Each Category to Average Gross Loans	
	Amount		Amount		Amount		Amount		Amount	
(Dollars in thousands)										
Type of Loans:										
Commercial loans	\$ 49,203	21.1%	\$ 56,199	24.9%	\$ 47,501	27.2%	\$ 65,103	28.2%	\$ 66,101	27.4%
Residential mortgage loans and equity lines ..	11,620	22.0	11,145	19.7	11,578	19.2	12,005	18.6	11,703	17.4
Commercial mortgage loans	34,864	52.2	49,440	51.5	74,673	50.2	84,753	50.7	82,473	52.2
Real estate construction loans	23,268	4.7	22,170	3.9	27,652	3.2	11,999	2.3	23,017	2.8
Installment and other loans ..	11	0.0	9	0.0	16	0.2	29	0.2	28	0.2
Total	<u>\$ 118,966</u>	<u>100.0%</u>	<u>\$ 138,963</u>	<u>100.0%</u>	<u>\$ 161,420</u>	<u>100.0%</u>	<u>\$ 173,889</u>	<u>100.0%</u>	<u>\$ 183,322</u>	<u>100.0%</u>

The allowance allocated to commercial loans was \$49.2 million at December 31, 2016, compared to \$56.2 million at December 31, 2015. The decrease was due to lower loan balances, a reduction in the general allowance for commercial loans and a reduction in the allowance for loan participations as a result of lower losses.

The allowance allocated to residential mortgage loans and equity lines was \$11.6 million at December 31, 2016, compared to \$11.1 million at December 31, 2015. The increase was primarily due to the growth of residential mortgages.

The allowance allocated to commercial mortgage loans decreased from \$49.4 million at December 31, 2015, to \$34.9 million at December 31, 2016, as a result of reduced historical loan loss experience for commercial mortgage loans.

The allowance allocated for construction loans increased to \$23.3 million at December 31, 2016, compared to \$22.2 million at December 31, 2015, as a result of the increase in the look back period from five to eight years.

Also, see Part I — Item 1A — “Risk Factors” for additional factors that could cause actual results to differ materially from forward-looking statements or historical performance.

Liquidity

Liquidity is our ability to maintain sufficient cash flow to meet maturing financial obligations and customer credit needs, and to take advantage of investment opportunities as they are presented in the marketplace. Our principal sources of liquidity are growth in deposits, proceeds from the maturity or sale of securities and other financial instruments, repayments from securities and loans, Federal funds purchased, securities sold under agreements to repurchase, and advances from the FHLB. For December 2016, our average monthly liquidity ratio (defined as net cash plus short-term and marketable securities to net deposits and short-term liabilities) was 12.6% compared to 15.8% for December 2015.

The Bank is a shareholder of the FHLB, which enables the Bank to have access to lower-cost FHLB financing when necessary. At December 31, 2016, the Bank had an approved credit line with the FHLB of San Francisco totaling \$5.5 billion. Total advances from the FHLB of San Francisco were \$350.0 million at December 31, 2016. These borrowings bear fixed rates and are secured by loans. See Note 9 to the Consolidated Financial Statements. At December 31, 2016, the Bank pledged \$30.0 million of its commercial loans to the Federal Reserve Bank's Discount Window under the Borrower-in-Custody program. The Bank had borrowing capacity of \$27.7 million from the Federal Reserve Bank Discount Window at December 31, 2016.

Liquidity can also be provided through the sale of liquid assets, which consist of federal funds sold, securities purchased under agreements to resell, and securities available-for-sale. At December 31, 2016, investment securities totaled \$1.3 billion, with \$649.1 million pledged as collateral for borrowings and other commitments. The remaining \$665.2 million was available as additional liquidity or to be pledged as collateral for additional borrowings.

Approximately 91% of our time deposits mature within one year or less as of December 31, 2016. Management anticipates that there may be some outflow of these deposits upon maturity due to the keen competition in the Bank's marketplace. However, based on our historical runoff experience, we expect the outflow will not be significant and can be replenished through our normal growth in deposits. Management believes all the above-mentioned sources will provide adequate liquidity during the next twelve months for the Bank to meet its operating needs.

The business activities of the Bancorp consist primarily of the operation of the Bank and limited activities in other investments. The Bancorp obtains funding for its activities primarily through dividend income contributed by the Bank, proceeds from the issuance of the Bancorp common stock through our Dividend Reinvestment Plan and the exercise of stock options. Dividends paid to the Bancorp by the Bank are subject to regulatory limitations. Management believes the Bancorp's liquidity generated from its prevailing sources is sufficient to meet its operational needs.

Also, see Note 13 to the Consolidated Financial Statements regarding commitments and contingencies.

Recent Accounting Pronouncements

In January 2016, the FASB issued ASU 2016-01, "*Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.*" This update requires an entity to measure equity investments with readily determinable fair values at fair value with changes in fair value recognized in net income. Equity investment without readily determinable fair values will be measured at fair value either upon the occurrence of an observable price change or upon identification of an impairment and any amount by which the carrying value exceeding the fair value will be recognized as an impairment in net income. This update also requires an entity to disclose fair value of financial instruments measured at amortized cost on the balance sheet to measure that fair value using the exit price option. In addition, this update requires separate presentation in comprehensive income for changes in the fair value of a liability and in the balance sheet by measurement category and form of financial asset. ASU 2016-01 becomes effective for interim and annual periods beginning after December 15, 2017. The Company is currently evaluating the impact on its Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-06, "*Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments.*" This update requires an entity to perform a four-step decision sequence when assessing whether contingent call or put options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. The four-step decision sequence is: the payoff is adjusted based on changes in an index; the payoff is indexed to an underlying other than interest rates or credit risk; the debt involves a substantial premium or discount; and the call or put option is contingently exercisable. ASU 2016-06 becomes effective for interim and annual periods beginning after December 15, 2016. The Company is currently evaluating the impact on its Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-07, “*Investments Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting.*” This update eliminates the requirement to retroactively adopt the equity method of accounting. It requires that an equity method investor add the cost of acquiring the additional interest to the current basis of the previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. The retroactive adjustment of the investment is no longer required. ASU 2016-07 becomes effective for interim and annual periods beginning after December 15, 2016. The Company is currently evaluating the impact on its Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-09, “*Compensation Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.*” ASU 2016-09 changes aspects of the accounting for share-based payment award transactions, including: (1) accounting for income taxes; (2) classification of excess tax benefits on the statement of cash flows; (3) forfeitures; (4) minimum statutory tax withholding requirements; and (5) classification of employee taxes paid on the statement of cash flows when an employer withholds shares for tax-withholding purposes. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016, and interim periods within those years. ASU 2016-09 becomes effective for interim and annual periods beginning after December 15, 2016. The Company does not expect the effect of ASU 2016-09 to have a material impact on its financial statements and related disclosures on the date of adoption, January 1, 2017. The Company is currently evaluating the impact on its Consolidated Financial Statements.

In August 2016, the FASB issued ASU 2016-15, “*Statement of Cash Flows – Classification of Certain Cash Receipts and Cash Payments.*” This update provides guidance on eight cash flow issues with the objective of reducing the existing diversity in practice related to debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, distributions received from equity method investees, beneficial interest in securitization transactions, separately identifiable cash flows and application of the predominance principle. The amendments reduce current and potential future diversity in practice. The amendments in this update apply to all entities that are required to present a statement of cash flows under Topic 230. ASU 2016-15 becomes effective for interim and annual periods beginning after December 15, 2017. The Company is currently evaluating the impact on its consolidated financial statements.

In October 2016, the FASB issued ASU 2016-16, “*Income Taxes – Intra-Entity Transfers of Assets Other Than Inventory.*” This update will allow the income tax consequences of intra-entity transfers of assets other than inventory when the transfer occurs. The amendments in this update are effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. The Company is currently evaluating the impact on its Consolidated Financial Statements.

In October 2016, the FASB issued ASU 2016-17, “*Consolidation – Interests Held through Related Parties that are under Common Control.*” This update is to amend the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity (VIE) should treat indirect interest in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. The primary beneficiary of a BIE is the reporting entity that has a controlling financial interest in a BIE and, therefore, consolidates the VIE. A reporting entity has an indirect interest in a BIE if it has a direct interest in a related party that, in turn, has a direct interest in the VIE. The amendments in this update are effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The Company is currently evaluating the impact on its Consolidated Financial Statements.

In November 2016, the FASB issued ASU 2016-18, “*Statement of Cash Flows – Restricted Cash.*” This update requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this update do not provide a definition of restricted cash or restricted cash equivalents. The amendments in this update are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently evaluating the impact on its Consolidated Financial Statements.

See Note 1 to the Consolidated Financial Statements for details of recent accounting pronouncements and their expected impact, if any, on the Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates. The principal market risk to the Company is the interest rate risk inherent in our lending, investing, deposit taking and borrowing activities, due to the fact that interest-earning assets and interest-bearing liabilities do not re-price at the same rate, to the same extent, or on the same basis.

We monitor and manage our interest rate risk through analyzing the re-pricing characteristics of our loans, securities, deposits, and borrowings on an on-going basis. The primary objective is to minimize the adverse effects of changes in interest rates on our earnings, and ultimately the underlying market value of equity, while structuring our asset-liability composition to obtain the maximum spread. Management uses certain basic measurement tools in conjunction with established risk limits to regulate its interest rate exposure. Due to the limitations inherent in any individual risk management tool, we use a simulation model to measure and quantify the impact to our profitability as well as to estimate changes to the market value of our assets and liabilities.

We use a net interest income simulation model to measure the extent of the differences in the behavior of the lending, investing, and funding rates to changing interest rates, so as to project future earnings or market values under alternative interest rate scenarios. Interest rate risk arises primarily through the traditional business activities of extending loans, investing securities, accepting deposits, and borrowings. Many factors, including economic and financial conditions, movements in interest rates, and consumer preferences affect the spread between interest earned on assets and interest paid on liabilities. The net interest income simulation model is designed to measure the volatility of net interest income and net portfolio value, defined as net present value of assets and liabilities, under immediate rising or falling interest rate scenarios in 25 basis points increments.

Although the modeling is helpful in managing interest rate risk, it does require significant assumptions for the projection of loan prepayment rates on mortgage related assets, loan volumes and pricing, and deposit and borrowing volume and pricing, that might prove inaccurate. Because these assumptions are inherently uncertain, the model cannot precisely estimate net interest income, or precisely predict the effect of higher or lower interest rates on net interest income. Actual results will differ from simulated results due to the timing, magnitude, and frequency of interest rate changes, the differences between actual experience and the assumed volume, changes in market conditions, and management strategies, among other factors. The Company monitors its interest rate sensitivity and attempts to reduce the risk of a significant decrease in net interest income caused by a change in interest rates.

We establish a tolerance level in our policy for net interest income volatility of plus or minus 5% when the hypothetical rate change is plus or minus 200 basis points. When the net interest rate simulation projects that our tolerance level will be met or exceeded, we seek corrective action after considering, among other things, market conditions, customer reaction, and the estimated impact on profitability. At December 31, 2016, if interest rates were to increase instantaneously by 100 basis points, the simulation indicated that our net interest income over the next twelve months would increase by 4.8%, and if interest rates were to increase instantaneously by 200 basis points, the simulation indicated that our net interest income over the next twelve months would increase by 10.0%. Conversely, if interest rates were to decrease instantaneously by 100 basis points, the simulation indicated that our net interest income over the next twelve months would decrease by 5.3%, and if interest rates were to decrease instantaneously by 200 basis points, the simulation indicated that our net interest income over the next twelve months would decrease by 6.2%.

Our simulation model also projects the net market value of our portfolio of assets and liabilities. We have established a tolerance level to value the net market value of our portfolio of assets and liabilities in our policy to a change of not less than 0% when the hypothetical rate change is plus or minus 200 basis points. At December 31, 2016, if interest rates were to increase instantaneously by 200 basis points, the simulation indicated that the net market value of our portfolio of assets and liabilities would increase by 1.9%, and conversely, if interest rates were to decrease instantaneously by 200 basis points, the simulation indicated that the net market value of our assets and liabilities would decrease by 2.2%.

Quantitative Information about Interest Rate Risk

The following table shows the carrying value of our financial instruments that are sensitive to changes in interest rates, categorized by expected maturity, as well as the instruments' total fair values at December 31, 2016, and 2015. For assets, expected maturities are based on contractual maturity. For liabilities, we use our historical experience and decay factors to estimate the deposit runoffs of interest-bearing transactional deposits. We use certain assumptions to estimate fair values and expected maturities which are described in Note 16 to the Consolidated Financial Statements. Off-balance sheet commitments to extend credit, letters of credit, and bill of lading guarantees represent the contractual unfunded amounts. Off-balance sheet financial instruments represent fair values. The results presented may vary if different assumptions are used or if actual experience differs from the assumptions used.

Average Interest Rate	Expected Maturity Date at December 31,						December 31,				
							2016		2015		
	2017	2018	2019	2020	2021	Thereafter	Total	Fair Value	Total	Fair Value	
(Dollars in thousands)											
Interest-Sensitive Assets:											
Mortgage-backed securities and collateralized											
mortgage obligations	1.89%	\$ 52,226	\$ 45,938	\$ 40,053	\$ 34,772	\$ 30,266	\$ 133,033	\$ 336,288	\$ 336,288	\$ 1,062,305	\$ 1,062,305
Other investment securities ...	1.20	339,823	159,048	-	20,177	362,038	96,971	978,057	978,057	524,047	524,047
Loans held for sale	5.25	7,500	-	-	-	-	-	7,500	7,500	6,676	6,676
Gross loans receivable:											
Commercial	3.95	1,697,166	286,552	121,126	18,875	22,650	101,818	2,248,187	2,246,909	2,316,863	2,315,572
Residential mortgage	4.38	7,095	2,014	3,059	3,728	3,024	2,596,839	2,615,759	2,618,191	2,101,335	2,112,481
Commercial mortgage	4.48	658,371	605,098	506,511	480,544	458,655	3,076,069	5,785,248	5,707,193	5,301,218	5,220,251
Real estate construction	5.06	434,572	94,560	18,956	-	-	-	548,088	548,058	441,543	441,453
Installment & other	2.61	1,668	325	-	2,000	-	-	3,993	3,935	2,493	2,490
Interest Sensitive Liabilities:											
Other interest-bearing											
deposits	0.51	574,935	340,906	204,470	55,755	1,642,322	1,330,944	4,149,332	4,149,332	3,490,285	3,490,285
Time deposits	0.88	4,597,359	371,713	75,266	2,899	39	11	5,047,287	5,052,913	4,985,752	4,987,294
Securities sold under											
agreements to repurchase ..	4.06	250,000	100,000	-	-	-	-	350,000	351,989	400,000	413,417
Advances from the Federal.....											
Home Loan Bank	0.75	275,000	25,000	50,000	-	-	-	350,000	350,062	275,000	274,488
Other borrowings	-	-	-	-	-	-	-	17,662	17,662	15,944	16,684
Long-term debt	3.15	-	-	-	-	-	-	119,136	119,136	63,169	58,420
Off-Balance Sheet Financial Instruments:											
Commitments to extend											
credit		1,109,889	587,703	120,900	52,318	38,916	152,515	2,062,241	(6,025)	1,971,848	(5,570)
Standby letters of credit.....		44,940	700	1,555	356	27,387	458	75,396	(668)	49,081	(194)
Other letters of credit		37,033	-	92	158	-	-	37,283	(16)	38,131	(22)
Bill of lading guarantees		75	-	-	-	-	-	75	(0)	454	(1)

Country Risk Exposures

The Company's total assets were \$14.5 billion and total foreign country risk net exposures were \$503.9 million at December 31, 2016, compared to total assets of \$13.3 billion and total foreign country risk net exposures of \$651.9 million at December 31, 2015. Total foreign country risk net exposures at December 31, 2016, were comprised primarily of \$298.5 million from Hong Kong, \$79.6 million from China, \$29.9 million from Australia, \$26.2 million from Germany, \$24.3 million from France, \$13.3 million from Singapore, \$12.0 million from England, \$10.0 million from the Philippines, \$3.7 million from Macau, \$1.8 million from Taiwan, \$1.4 million from Canada, \$1.1 million from Switzerland, \$1.0 million from Japan, \$0.7 million from Indonesia, and \$0.3 million from Venezuela. Total foreign country risk net exposures at December 31, 2015, were comprised primarily of \$296.9 million from Hong Kong, \$107.0 million from China, \$76.7 million from England, \$37.0 million from Germany, \$30.1 million from Australia, \$25.8 million from Switzerland, \$23.7 million from France, \$21.1 million from Canada, \$20.0 million from the Philippines, \$5.9 million from Singapore, \$3.4 million from Macau, \$2.0 million from Taiwan, and \$1.3 million from Indonesia.

All foreign country risk net exposures were to non-sovereign counterparties except \$14.0 million due from the Hong Kong Monetary Authority at December 31, 2016 and \$19.8 million at December 31, 2015.

Unfunded exposures were \$21.5 million at December 31, 2016, and were comprised of \$20.0 million of unfunded loans to two financial institutions in China, a \$720,000 of unfunded loan to a borrower in Taiwan, and a \$711,000 of unfunded loans to borrowers in Canada. Unfunded exposures were \$40.7 million at December 31, 2015, and were comprised of \$40.0 million of unfunded loans to three financial institutions in China and a \$720,000 of unfunded loan to a borrower in Taiwan.

Financial Derivatives

It is our policy not to speculate on the future direction of interest rates. However, we enter into financial derivatives in order to seek mitigation of exposure to interest rate risks related to our interest-earning assets and interest-bearing liabilities. We believe that these transactions, when properly structured and managed, may provide a hedge against inherent interest rate risk in our assets or liabilities and against risk in specific transactions. In such instances, we may protect our position through the purchase or sale of interest rate futures contracts for a specific cash or interest rate risk position. Other hedging transactions may be implemented using interest rate swaps, interest rate caps, floors, financial futures, forward rate agreements, and options on futures or bonds. Prior to considering any hedging activities, we seek to analyze the costs and benefits of the hedge in comparison to other viable alternative strategies. All hedges will require an assessment of basis risk and must be approved by the Bancorp or the Bank's Investment Committee.

The Company follows ASC Topic 815 that establishes accounting and reporting standards for financial derivatives, including certain financial derivatives embedded in other contracts, and hedging activities. It requires the recognition of all financial derivatives as assets or liabilities in the Company's consolidated balance sheet and measurement of those financial derivatives at fair value. The accounting treatment of changes in fair value is dependent upon whether or not a financial derivative is designated as a hedge and, if so, the type of hedge. Fair value is determined using third-party models with observable market data. For derivatives designated as cash flow hedges, changes in fair value are recognized in other comprehensive income and are reclassified to earnings when the hedged transaction is reflected in earnings. For derivatives designated as fair value hedges, changes in the fair value of the derivatives are reflected in current earnings, together with changes in the fair value of the related hedged item if there is a highly effective correlation between changes in the fair value of the interest rate swaps and changes in the fair value of the underlying asset or liability that is intended to be hedged. If there is not a highly effective correlation between changes in the fair value of the interest rate swap and changes in the fair value of the underlying asset or liability that is intended to be hedged, then only the changes in the fair value of the interest rate swaps are reflected in the Company's consolidated financial statements.

In May 2014, the Bancorp entered into five interest rate swap contracts in the notional amount of \$119.1 million for a period of ten years. The objective of these interest rate swap contracts, which were designated as hedging instruments in cash flow hedges, was to hedge the quarterly interest payments on the Bancorp's \$119.1 million of Junior Subordinated Debentures that had been issued to five trusts, throughout the ten-year period beginning in June 2014 and ending in June 2024, from the risk of variability of these payments resulting from changes in the three-month LIBOR interest rate. The Bancorp pays a weighted average fixed interest rate of 2.61% and receives a variable interest rate of the three-month LIBOR at a weighted average rate of 0.98%. As of December 31, 2016, the notional amount of cash flow interest rate swaps was \$119.1 million and their unrealized loss of \$2.2 million, net of taxes, was included in other comprehensive income compared to unrealized loss of \$3.0 million at December 31, 2015. For the year ended December 31, 2016, the periodic net settlement of interest rate swaps included in interest expense was \$2.3 million compared to \$2.8 million in 2015. As of December 31, 2016, and 2015, the ineffective portion of these interest rates swaps was not significant.

As of December 31, 2016, the Bank's outstanding interest rate swap contracts had a notional amount of \$361.5 million for various terms from two to eight years. The Bank entered into these interest rate swap contracts that are matched to individual fixed-rate commercial real estate loans in the Bank's loan portfolio. These contracts have been designated as hedging instruments to hedge the risk of changes in the fair value of the underlying commercial real estate loans due to changes in interest rates. The swap contracts are structured so that the notional amounts reduce over time to match the contractual amortization of the underlying loan and allow prepayments with the same pre-payment penalty amounts as the related loan. The Bank pays a weighted average fixed rate of 4.61% and receives a variable rate at the one month LIBOR rate plus a weighted average spread of 316 basis points, or at a weighted average rate of 3.82%. As of December 31, 2016, and 2015, the notional amount of fair value interest rate swaps was \$361.5 million and \$340.3 million, respectively, and their unrealized gain of \$938,000 and unrealized loss of \$1.3 million, respectively, were included in other non-interest income. The amount of periodic net settlement of interest rate swaps reducing interest income was \$3.6 million in 2016 compared to \$3.3 million in 2015. As of December 31, 2016, and 2015, the ineffective portion of these interest rate swaps was not significant.

Interest rate swap contracts involve the risk of dealing with institutional derivative counterparties and their ability to meet contractual terms. Institutional counterparties must have a strong credit profile and be approved by the Company's Board of Directors. The Company's credit exposure on interest rate swaps is limited to the net favorable value and interest payments of all swaps by each counterparty. Credit exposure may be reduced by the amount of collateral pledged by the counterparty. The Bancorp's interest rate swaps have been assigned by the counterparties to a derivatives clearing organization and daily margin is indirectly maintained with the derivatives clearing organization. Cash posted as collateral by the Bancorp related to derivative contracts totaled \$6.9 million as of December 31, 2016 and \$7.9 million as of December 31, 2015.

The Company enters into foreign exchange forward contracts with various counterparties to mitigate the risk of fluctuations in foreign currency exchange rates for foreign exchange certificates of deposit or foreign exchange contracts entered into with our clients. These contracts are not designated as hedging instruments and are recorded at fair value in our Consolidated Balance Sheet. Changes in the fair value of these contracts as well as the related foreign exchange certificates of deposit and foreign exchange contracts are recognized immediately in net income as a component of non-interest income. Period end gross positive fair values are recorded in other assets and gross negative fair values are recorded in other liabilities. At December 31, 2016, the notional amount of option contracts totaled \$12.1 million with a net negative fair value of \$121,000. At December 31, 2016, spot, forward, and swap contracts in the total notional amount of \$82.4 million had a positive fair value of \$1.3 million. Spot, forward, and swap contracts in the total notional amount of \$89.5 million had a negative fair value of \$3.1 million at December 31, 2016. At December 31, 2015, the notional amount of option contracts totaled \$9.4 million with a net negative fair value of \$28,000. At December 31, 2015, spot, forward, and swap contracts in the total notional amount of \$100.6 million had a positive fair value of \$3.3 million. Spot, forward, and swap contracts in the total notional amount of \$115.4 million had a negative fair value of \$4.1 million at December 31, 2015.

Item 8. Financial Statements and Supplementary Data.

For financial statements, see "Index to Consolidated Financial Statements" on page F-1.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Not Applicable.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

The Company's principal executive officer and principal financial officer have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act") as of the end of the period covered by this Annual Report on Form 10-K. Based upon their evaluation, the principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There have not been any changes in the Company's disclosure controls and procedures that occurred during its fourth fiscal quarter of 2016 that have materially affected, or are reasonably likely to materially affect, these controls and procedures.

Management's Report on Internal Control over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of December 31, 2016, under the supervision and with the participation of the Company's management, including the Company's principal executive officer and principal financial officer, the Company assessed the effectiveness of its internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control — Integrated Framework (2013)," issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on the assessment, management determined that the Company maintained effective internal control over financial reporting as of December 31, 2016, based on those criteria.

KPMG LLP, the independent registered public accounting firm that audited the Company's Consolidated Financial Statements included in this Annual Report on Form 10-K, has also issued an audit report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2016. The report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2016, is included in this Item under the heading "Report of Independent Registered Public Accounting Firm" below.

Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act, that occurred during the fourth fiscal quarter of 2016 that have materially affected, or are reasonably likely to materially effect, the Company's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Cathay General Bancorp:

We have audited Cathay General Bancorp's (the Company) internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Cathay General Bancorp's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Cathay General Bancorp maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Cathay General Bancorp and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations and comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and our report dated March 1, 2017 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Los Angeles, California
March 1, 2017

Item 9B. Other Information.

None.

PART III**Item 10. Directors, Executive Officers and Corporate Governance.**

The information required by this item concerning our executive officers, directors, compliance with Section 16 of the Securities Exchange Act of 1934, the code of ethics that applies to our principal executive officer, principal financial officer and principal accounting officer, and matters relating to corporate governance is incorporated herein by reference from the information set forth under the captions “Proposal One—Election of Directors,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Board of Directors and Corporate Governance” and “Code of Ethics” in our Definitive Proxy Statement relating to our 2017 Annual Meeting of Stockholders (our “Proxy Statement”).

Item 11. Executive Compensation.

The information required by this item is incorporated herein by reference from the information set forth under the captions “Board of Directors and Corporate Governance—Compensation of Directors,” “Executive Compensation,” and “Potential Payments Upon Termination or Change in Control” in our Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***Securities Authorized for Issuance under Equity Compensation Plans***

The following table sets forth certain information as of December 31, 2016, with respect to compensation plans under which equity securities of the Company were authorized for issuance.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights (a)	Weighted- average Exercise Price of Outstanding Options, Warrants, and Rights (b)	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans [Excluding Securities Reflected in Column (a)] (c)
Equity Compensation Plans Approved by Security Holders.....	82,670	\$ 23.37	3,524,517
Equity Compensation Plans Not Approved by Security Holders.....	-	-	-
Total	82,670	\$ 23.37	3,524,517

Security Ownership of Certain Beneficial Owners and Management

The information required by this item is incorporated herein by reference from the information set forth under the captions “Security Ownership of Certain Beneficial Owners” and “Proposal One—Election of Directors— Security Ownership of Nominees, Continuing Directors, and Named Executive Officers” in our Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated herein by reference to the information set forth under the captions “Transactions with Related Persons, Promoters and Certain Control Persons” and “Board of Directors and Corporate Governance— Director Independence” in our Proxy Statement.

Item 14. Principal Accounting Fees and Services.

The information required by this item is incorporated herein by reference from the information set forth under the caption “Principal Accounting Fees and Services” in our Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

Documents Filed as Part of this Report

(a)(1) Financial Statements

See “Index to Consolidated Financial Statements” on page F-1.

(a)(2) Financial Statement Schedules

Schedules have been omitted since they are not applicable, they are not required, or the information required to be set forth in the schedules is included in the Consolidated Financial Statements or Notes thereto.

(b) Exhibits

- 3.1 Restated Certificate of Incorporation. Previously filed with the Securities and Exchange Commission on March 16, 2010, as an exhibit to Bancorp’s Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 000-18630), and incorporated herein by reference.
- 3.1.1 Amendment to Restated Certificate of Incorporation. Previously filed with the Securities and Exchange Commission on March 16, 2010, as an exhibit to Bancorp’s Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 000-18630), and incorporated herein by reference.
- 3.2 Amended and Restated Bylaws, effective February 16, 2017. Previously filed with the Securities and Exchange Commission on February 17, 2017 as an exhibit to the Bancorp’s Periodic Report on Form 8-K and incorporated herein by reference.
- 3.3 Certificate of Designation of Series A Junior Participating Preferred Stock. Previously filed with the Securities and Exchange Commission on February 28, 2012, as an exhibit to the Bancorp’s Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 000-18630), and incorporated herein by reference.
- 3.4 Certificate of Designation of Fixed Rate Cumulative Perpetual Preferred Stock, Series B. Previously filed with the Securities and Exchange Commission on March 3, 2014 as an exhibit to the Bancorp’s Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference.
- 4.1 Indenture, dated as of March 30, 2007, between Cathay General Bancorp and LaSalle Bank National Association (including form of debenture). Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp’s Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.

- 4.1.1 Amended and Restated Declaration of Trust of Cathay Capital Trust III, dated as of March 30, 2007. Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.
- 4.1.2 Guarantee Agreement, dated as of March 30, 2007, between Cathay General Bancorp and LaSalle Bank National Association. Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.
- 4.1.3 Form of Capital Securities of Cathay Capital Trust III (included within Exhibit 4.1.1).
- 4.2 Warrant to purchase up to 1,846,374 shares of Common Stock, issued on December 5, 2008. Previously filed with the Securities and Exchange Commission on March 3, 2014 as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference.
- 4.2.1 Warrant Agreement, dated as of December 4, 2013. Previously filed with the Securities and Exchange Commission on December 4, 2013, as an exhibit to the Bancorp's Registration Statement on Form 8-A, and incorporated herein by reference.
- 4.2.2 Form of Warrant (included within Exhibit 4.2.1).
- 10.1 Form of Indemnity Agreements between the Bancorp and its directors and certain officers. Previously filed with the Securities and Exchange Commission on February 28, 2012, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 000-18630), and incorporated herein by reference.
- 10.2 Cathay Bank Employee Stock Ownership Plan, as amended and restated effective January 1, 2010. Previously filed with the Securities and Exchange Commission on February 28, 2011, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 000-18630), and incorporated herein by reference.**
- 10.3 Dividend Reinvestment Plan and Stock Purchase Plan (Amended and Restated) of the Bancorp. Previously filed with the Securities and Exchange Commission on July 27, 2015, to Registration Statement No. 333-205888, and incorporated herein by reference.
- 10.4 Cathay Bank Bonus Deferral Agreement (Amended and Restated). Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.**
- 10.5 Cathay General Bancorp 2005 Incentive Plan. Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.**
- 10.5.1 Form of Cathay General Bancorp 2005 Incentive Plan Restricted Stock Award Agreement. Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.**

- 10.5.2 Form of Cathay General Bancorp 2005 Incentive Plan Stock Option Agreement (Nonstatutory). Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.**
- 10.5.3 Form of Cathay General Bancorp 2005 Incentive Plan Stock Option Agreement (Nonstatutory) (Nonemployee Director). Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.**
- 10.5.4 Form of Cathay General Bancorp 2005 Incentive Plan Restricted Stock Unit Agreement. Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.**
- 10.5.5 Form of Restricted Stock Unit Agreement (Performance Shares – EPS), used to award performance-based restricted stock units under the Company's 2005 Incentive Plan. Previously filed with the Securities and Exchange Commission on December 24, 2013, as an exhibit to the Bancorp's Current Report on Form 8-K, and incorporated herein by reference.**
- 10.5.6 Form of Restricted Stock Unit Agreement (Performance Shares – TSR), used to award performance-based restricted stock units under the Company's 2005 Incentive Plan. Previously filed with the Securities and Exchange Commission on December 24, 2013, as an exhibit to the Bancorp's Current Report on Form 8-K, and incorporated herein by reference.**
- 10.5.7 Form of Restricted Stock Unit Agreement (Performance Shares – ROA), used to award performance-based restricted stock units under the Company's 2005 Incentive Plan (As Amended and Restated). Previously filed with the Securities and Exchange Commission on December 21, 2016, as an exhibit to the Bancorp's Current Report on Form 8-K, and incorporated herein by reference.**
- 10.5.8 Form of Restricted Stock Unit Agreement (Clawback Rider), used in connection with award of performance-based restricted stock units under the Company's 2005 Incentive Plan. Previously filed with the Securities and Exchange Commission on December 24, 2013, as an exhibit to the Bancorp's Current Report on Form 8-K, and incorporated herein by reference.**
- 10.5.9 Executive Officer Annual Cash Bonus Program under the Company's 2005 Incentive Plan. Previously filed with the Securities and Exchange Commission on March 28, 2014 as an exhibit to the Bancorp's Current Report on Form 8-K/A, and incorporated herein by reference.**
- 10.5.10 Cathay General Bancorp 2005 Incentive Plan (As Amended and Restated). Previously filed with the Securities and Exchange Commission on March 1, 2013, as an exhibit to Bancorp's Annual Report on Form 10-K for the year ended December 31, 2012, and incorporated herein by reference.**
- 10.5.11 Form of Restricted Stock Unit Agreement (Performance Shares – EPS), used to award performance-based restricted stock units under the Company's 2005 Incentive Plan (As Amended and Restated). Previously filed with the Securities and Exchange Commission on February 29, 2016, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2015, and incorporated herein by reference.**
- 10.5.12 Form of Restricted Stock Unit Agreement (Performance Shares – TSR), used to award performance-based restricted stock units under the Company's 2005 Incentive Plan (As Amended and Restated). Previously filed with the Securities and Exchange Commission on February 29, 2016, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2015, and incorporated herein by reference.**

- 10.5.13 Form of Restricted Stock Unit Agreement (Clawback Rider), used in connection with award of performance-based restricted stock units under the Company's 2005 Incentive Plan (As Amended and Restated). Previously filed with the Securities and Exchange Commission on February 29, 2016, as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2015, and incorporated herein by reference.**
- 10.6 Amended and Restated Change of Control Employment Agreement for Dunson K. Cheng dated as of December 18, 2008. Previously filed with the Securities and Exchange Commission on March 3, 2014 as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference.**
- 10.6.1 Amended and Restated Change of Control Employment Agreement for Heng W. Chen dated as of December 18, 2008. Previously filed with the Securities and Exchange Commission on March 3, 2014 as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference.**
- 10.6.2 Amended and Restated Change of Control Employment Agreement for Irwin Wong dated as of December 18, 2008. Previously filed with the Securities and Exchange Commission on March 3, 2014 as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference.**
- 10.6.3 Amended and Restated Change of Control Employment Agreement for Kim Bingham dated as of December 18, 2008. Previously filed with the Securities and Exchange Commission on March 3, 2014 as an exhibit to the Bancorp's Annual Report on Form 10-K for the year ended December 31, 2013 and incorporated herein by reference.**
- 10.6.4 Amended and Restated Change of Control Employment Agreement for Pin Tai dated as of December 18, 2008. Previously filed with the Securities and Exchange Commission on November 7, 2014 as an exhibit to the Bancorp's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 and incorporated herein by reference**
- 10.6.5 Change of Control Employment Agreement for Donald S. Chow dated as of August 14, 2014. Previously filed with the Securities and Exchange Commission on November 7, 2014 as an exhibit to the Bancorp's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 and incorporated herein by reference. **
- 10.7 Employment Agreement for Pin Tai dated as of August 18, 2016. Previously filed with the Securities and Exchange Commission on August 19, 2016 as an exhibit to the Bancorp's Current Report on Form 8-K, and incorporated herein by reference. **
- 21.1 Subsidiaries of the Bancorp.+
- 23.1 Consent of Independent Registered Public Accounting Firm.+
- 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
- 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
- 32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.++
- 32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.++

101.INS	XBRL Instance Document ***
101.SCH	XBRL Taxonomy Extension Schema Document ***
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document***
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document***
101.LAB	XBRL Taxonomy Extension Label Linkbase Document***
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document***

** Management contract or compensatory plan or arrangement.

*** XBRL (Extensible Business Reporting Language) information shall not be deemed to be filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, shall not be deemed to be filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise shall not be subject to liability under these sections, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

+ Filed herewith.

++ Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Cathay General Bancorp

By: /s/ Pin Tai
Pin Tai
Chief Executive Officer and President

Date: March 1, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ Pin Tai </u> Pin Tai	Chief Executive Officer and President (principal executive officer)	March 1, 2017
<u> /s/ Heng W. Chen </u> Heng W. Chen	Executive Vice President, Chief Financial Officer/Treasurer (principal financial officer) (principal accounting officer)	March 1, 2017
<u> /s/ Dunson K. Cheng </u> Dunson K. Cheng	Executive Chairman of the Board	March 1, 2017
<u> /s/ Peter Wu </u> Peter Wu	Vice Chairman of the Board	March 1, 2017
<u> /s/ Anthony M. Tang </u> Anthony M. Tang	Vice Chairman of the Board	March 1, 2017
<u> /s/ Kelly L. Chan </u> Kelly L. Chan	Director	March 1, 2017
<u> /s/ Michael M.Y. Chang </u> Michael M.Y. Chang	Director	March 1, 2017
<u> /s/ Thomas C. T. Chiu </u> Thomas C.T. Chiu	Director	March 1, 2017
<u> /s/ Nelson Chung </u> Nelson Chung	Director	March 1, 2017

<u>/s/ Felix S. Fernandez</u> Felix S. Fernandez	Director	March 1, 2017
<u>/s/ Jane Jelenko</u> Jane Jelenko	Director	March 1, 2017
<u>/s/ Patrick S.D. Lee</u> Patrick S.D. Lee	Director	March 1, 2017
<u>/s/ Ting Liu</u> Ting Liu	Director	March 1, 2017
<u>/s/ Joseph C.H. Poon</u> Joseph C.H. Poon	Director	March 1, 2017

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
Report of Independent Registered Public Accounting Firm.....	F-2
Consolidated Balance Sheets at December 31, 2016 and 2015	F-3
Consolidated Statements of Operations and Comprehensive Income for each of the years ended December 31, 2016, 2015, and 2014	F-4
Consolidated Statements of Changes in Stockholders' Equity for each of the years ended December 31, 2016, 2015, and 2014	F-5
Consolidated Statements of Cash Flows for each of the years ended December 31, 2016, 2015, and 2014	F-6
Notes to Consolidated Financial Statements	F-8
Parent-only condensed financial information of Cathay General Bancorp is included in Note 19 to the Consolidated Financial Statements in this Annual Report on Form 10-K	F-51

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Cathay General Bancorp:

We have audited the accompanying consolidated balance sheets of Cathay General Bancorp and subsidiaries (the Company) as of December 31, 2016 and 2015, and the related consolidated statements of operations and comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cathay General Bancorp and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016 in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Cathay General Bancorp's internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 1, 2017 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Los Angeles, California
March 1, 2017

CATHAY GENERAL BANCORP AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	As of December 31,	
	2016	2015
	(In thousands, except share and per share data)	
Assets		
Cash and due from banks	\$ 218,017	\$ 180,130
Short-term investments and interest bearing deposits	967,067	536,880
Securities available-for-sale (amortized cost of \$1,317,012 in 2016 and \$1,595,723 in 2015).....	1,314,345	1,586,352
Loans held for sale	7,500	6,676
Loans	11,201,275	10,163,452
Less: Allowance for loan losses	(118,966)	(138,963)
Unamortized deferred loan fees, net	(4,994)	(8,262)
Loans, net	11,077,315	10,016,227
Federal Home Loan Bank stock	17,250	17,250
Other real estate owned, net	20,070	24,701
Affordable housing investments and alternative energy partnerships, net	251,077	182,943
Premises and equipment, net	105,607	108,924
Customers' liability on acceptances	12,182	40,335
Accrued interest receivable	37,299	30,558
Goodwill	372,189	372,189
Other intangible assets, net	2,949	3,677
Other assets	117,902	147,284
Total assets	<u>\$ 14,520,769</u>	<u>\$ 13,254,126</u>
Liabilities and Stockholders' Equity		
Deposits		
Non-interest-bearing demand deposits	\$ 2,478,107	\$ 2,033,048
Interest-bearing deposits:		
NOW deposits	1,230,445	966,404
Money market deposits	2,198,938	1,905,719
Savings deposits	719,949	618,164
Time deposits	5,047,287	4,985,752
Total deposits	<u>11,674,726</u>	<u>10,509,087</u>
Securities sold under agreements to repurchase	350,000	400,000
Advances from the Federal Home Loan Bank	350,000	275,000
Other borrowings for affordable housing investments	17,662	18,593
Long-term debt	119,136	119,136
Acceptances outstanding	12,182	40,335
Other liabilities	168,524	144,197
Total liabilities	<u>12,692,230</u>	<u>11,506,348</u>
Commitments and contingencies	-	-
Stockholders' Equity		
Common stock, \$0.01 par value, 100,000,000 shares authorized, 87,820,920 issued and 79,610,277 outstanding at December 31, 2016, and 87,002,931 issued and 80,806,116 outstanding at December 31, 2015	878	870
Additional paid-in-capital	895,480	880,822
Accumulated other comprehensive loss, net	(3,715)	(8,426)
Retained earnings	1,175,485	1,059,660
Treasury stock, at cost (8,210,643 shares at December 31, 2016, and 6,196,815 shares at December 31, 2015)	(239,589)	(185,148)
Total equity	<u>1,828,539</u>	<u>1,747,778</u>
Total liabilities and equity	<u>\$ 14,520,769</u>	<u>\$ 13,254,126</u>

See accompanying notes to Consolidated Financial Statements.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

	Year Ended December 31,		
	2016	2015	2014
(In thousands, except share and per share data)			
INTEREST AND DIVIDEND INCOME			
Loan receivable	\$ 473,782	\$ 427,621	\$ 390,440
Investment securities	21,426	21,523	24,237
Federal Home Loan Bank stock	2,099	3,164	1,974
Deposits with banks	1,763	1,398	1,996
Total interest and dividend income	<u>499,070</u>	<u>453,706</u>	<u>418,647</u>
INTEREST EXPENSE			
Time deposits	43,327	39,443	35,111
Other deposits	16,094	12,445	10,658
Interest on securities sold under agreements to repurchase	15,329	15,813	24,685
Advances from the Federal Home Loan Bank	659	487	945
Long-term debt	5,791	5,776	4,467
Total interest expense	<u>81,200</u>	<u>73,964</u>	<u>75,866</u>
Net interest income before reversal for credit losses	417,870	379,742	342,781
Reversal for credit losses	(15,650)	(11,400)	(10,800)
Net interest income after reversal for credit losses	<u>433,520</u>	<u>391,142</u>	<u>353,581</u>
NON-INTEREST INCOME			
Securities gains/(losses), net	4,898	(3,349)	6,748
Letters of credit commissions	4,939	5,545	6,043
Depository service fees	5,478	5,348	5,288
Other operating income	18,055	25,130	22,448
Total non-interest income	<u>33,370</u>	<u>32,674</u>	<u>40,527</u>
NON-INTEREST EXPENSE			
Salaries and employee benefits	97,348	89,960	89,893
Occupancy expense	18,315	17,018	15,735
Computer and equipment expense	9,777	9,828	9,793
Professional services expense	18,686	17,316	15,927
Data processing service expense	8,957	7,698	6,707
FDIC and State assessments	9,712	9,087	8,796
Marketing expense	5,092	4,926	4,126
Other real estate owned income/(loss)	856	(800)	(1,304)
Operations of investments in affordable housing and alternative energy partnerships, net	40,264	33,335	6,990
Amortization of core deposit premium	689	667	719
Cost associated with debt redemption	-	-	3,348
Other operating expense	14,994	13,685	13,583
Total non-interest expense	<u>224,690</u>	<u>202,720</u>	<u>174,313</u>
Income before income tax expense	242,200	221,096	219,795
Income tax expense	67,101	59,987	81,965
Net income attributable to common stockholders	<u>\$ 175,099</u>	<u>\$ 161,109</u>	<u>\$ 137,830</u>
Other comprehensive income/(loss), net of tax:			
Unrealized holding gains/(losses) on securities available for sale	6,725	(4,200)	30,468
Unrealized holding gains/(losses) on cash flow hedge derivatives	825	(598)	(2,397)
Less: reclassification adjustment for gains/(losses) included in net income	2,839	(1,941)	3,911
Total other comprehensive income/(loss), net of tax	<u>4,711</u>	<u>(2,857)</u>	<u>24,160</u>
Total comprehensive income	<u>\$ 179,810</u>	<u>\$ 158,252</u>	<u>\$ 161,990</u>
Net income attributable to common stockholders per common share			
Basic	\$ 2.21	\$ 2.00	\$ 1.73
Diluted	\$ 2.19	\$ 1.98	\$ 1.72
Basic average common shares outstanding	79,153,762	80,563,577	79,661,571
Diluted average common shares outstanding	79,929,262	81,294,796	80,106,895

See accompanying notes to Consolidated Financial Statements.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Years Ended December 31, 2016, 2015, and 2014

(In thousands, except number of shares)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income/(Loss)	Retained Earnings	Treasury Stock	Total Stockholders' Equity
	Number of Shares	Amount					
Balance at December 31, 2013.....	79,589,869	\$ 838	\$ 784,489	\$ (29,729)	\$ 829,109	\$ (125,736)	\$ 1,458,971
Dividend Reinvestment Plan	116,957	1	2,847	-	-	-	2,848
Restricted stock units vested	88,537	1	-	-	-	-	1
Shares withheld related to net share settlement of RSUs	-	-	(850)	-	-	-	(850)
Stock issued to directors.....	13,690	-	350	-	-	-	350
Stock options exercised.....	5,500	-	128	-	-	-	128
Tax short-fall from stock options	-	-	(1,285)	-	-	-	(1,285)
Stock -based compensation	-	-	3,840	-	-	-	3,840
Cash dividends of \$0.29 per share	-	-	-	-	(23,105)	-	(23,105)
Change in other comprehensive loss	-	-	-	24,160	-	-	24,160
Net income	-	-	-	-	137,830	-	137,830
Balance at December 31, 2014	79,814,553	\$ 840	\$ 789,519	\$ (5,569)	\$ 943,834	\$ (125,736)	\$ 1,602,888
Dividend Reinvestment Plan	148,582	2	4,173	-	-	-	4,175
Restricted stock units vested	18,955	-	-	-	-	-	-
Warrant exercised.....	369	-	-	-	-	-	-
Shares withheld related to net share settlement of RSUs	-	-	(227)	-	-	-	(227)
Stock issued to directors.....	17,974	-	495	-	-	-	495
Stock options exercised.....	214,580	2	5,012	-	-	-	5,014
Equity consideration for acquisition	2,580,353	26	82,743	-	-	-	82,769
Purchases of treasury stock	(1,989,250)	-	-	-	-	(59,412)	(59,412)
Tax short-fall from stock options	-	-	(5,348)	-	-	-	(5,348)
Stock -based compensation	-	-	4,455	-	-	-	4,455
Cash dividends of \$0.56 per share	-	-	-	-	(45,283)	-	(45,283)
Change in other comprehensive loss	-	-	-	(2,857)	-	-	(2,857)
Net income	-	-	-	-	161,109	-	161,109
Balance at December 31, 2015	80,806,116	\$ 870	\$ 880,822	\$ (8,426)	\$ 1,059,660	\$ (185,148)	\$ 1,747,778
Dividend Reinvestment Plan	72,231	1	2,276	-	-	-	2,277
Restricted stock units vested	10,325	-	-	-	-	-	-
Warrants exercised.....	388,001	4	(4)	-	-	-	-
Shares withheld related to net share settlement of RSUs	-	-	(103)	-	-	-	(103)
Stock issued to directors.....	19,602	-	550	-	-	-	550
Stock options exercised.....	327,830	3	7,658	-	-	-	7,661
Purchases of treasury stock	(2,013,828)	-	-	-	-	(54,441)	(54,441)
Tax short-fall from stock options	-	-	(132)	-	-	-	(132)
Stock -based compensation	-	-	4,413	-	-	-	4,413
Cash dividends of \$0.75 per share	-	-	-	-	(59,274)	-	(59,274)
Change in other comprehensive loss	-	-	-	4,711	-	-	4,711
Net income	-	-	-	-	175,099	-	175,099
Balance at December 31, 2016	79,610,277	\$ 878	\$ 895,480	\$ (3,715)	\$ 1,175,485	\$ (239,589)	\$ 1,828,539

See accompanying notes to Consolidated Financial Statements.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2016	2015	2014
	(In thousands)		
Cash Flows from Operating Activities			
Net income	\$ 175,099	\$ 161,109	\$ 137,830
Adjustments to reconcile net income to net cash provided by operating activities:			
Credit for loan losses	(15,650)	(11,400)	(10,800)
Provision for losses on other real estate owned	176	547	1,619
Deferred tax liability	15,949	2,004	31,304
Depreciation and amortization	7,490	7,574	7,868
Net gains on sale and transfers of other real estate owned	(546)	(2,012)	(4,065)
Net gains on sale of loans	(285)	(786)	(395)
Proceeds from sale of loans	20,079	32,530	19,287
Originations of loans held for sale	(12,665)	(37,447)	(19,865)
Income associated with debt redemption	-	-	(555)
Amortization on alternative energy partnerships, venture capital and other investments	28,897	25,058	436
Write-down on impaired securities	206	3,875	820
Gain on sales and calls of securities	(5,104)	(526)	(7,568)
Other non-cash interest income	(1,272)	(332)	(137)
Amortization of security premiums, net	6,371	5,140	2,849
Excess tax short-fall from stock options	-	5,348	1,285
Stock based and stock issued to officers and directors compensation expense	4,963	4,950	4,190
Net change in accrued interest receivable and other assets	13,478	(3,429)	(2,776)
Net change in other liabilities	(2,784)	(15,506)	(11,256)
Net cash provided by operating activities	<u>234,402</u>	<u>176,697</u>	<u>150,071</u>
Cash Flows from Investing Activities			
(Increase)/decrease in short-term investments	(430,187)	(47,266)	32,260
Purchase of investment securities available-for-sale	(941,327)	(295,497)	(885,782)
Proceeds from maturity and call of investment securities available-for-sale	460,000	165,000	585,776
Proceeds from sale of investment securities available-for-sale	294	385,234	160,451
Purchase of mortgage-backed securities available-for-sale	-	(1,280,870)	(307,617)
Proceeds from repayment and sale of mortgage-backed securities available-for-sale	758,271	749,219	768,236
Purchase of Federal Home Loan Bank stock	(1,650)	-	(18,164)
Redemption of Federal Home Loan Bank stock	1,650	13,535	12,379
Net increase in loans	(1,051,952)	(829,501)	(824,558)
Purchase of premises and equipment	(3,523)	(3,518)	(4,777)
Proceeds from sales of premises and equipment	12	602	-
Proceeds from sales of other real estate owned	7,699	12,154	29,880
Increase in investment in affordable housing and alternative energy partnerships	(82,966)	(53,235)	(7,445)
Acquisition, net of cash acquired	-	6,572	-
Net cash used in investing activities	<u>(1,283,679)</u>	<u>(1,177,571)</u>	<u>(459,361)</u>
Cash Flows from Financing Activities			
Net increase in deposits	1,166,044	1,305,255	802,281
Net decrease in federal funds purchased and securities sold under agreements to repurchase	(50,000)	(50,000)	(350,000)
Advances from Federal Home Loan Bank	3,555,000	5,092,000	9,822,400
Repayment of Federal Home Loan Bank borrowings	(3,480,000)	(5,242,000)	(9,918,600)
Cash dividends	(59,274)	(45,283)	(23,104)
Purchase of treasury stock	(54,441)	(59,412)	-
Repayment of long-term debt and other borrowings	-	-	(1,445)
Proceeds from shares issued to Dividend Reinvestment Plan	2,277	4,175	2,848
Proceeds from exercise of stock options	7,661	5,014	128
Taxes paid related to net share settlement of RSUs	(103)	(227)	(850)
Excess tax short-fall from share-based payment arrangements	-	(5,348)	(1,285)
Net cash provided by financing activities	<u>1,087,164</u>	<u>1,004,174</u>	<u>332,373</u>
Increase in cash and cash equivalents	37,887	3,300	23,083
Cash and cash equivalents, beginning of the year	180,130	176,830	153,747
Cash and cash equivalents, end of the year	<u>\$ 218,017</u>	<u>\$ 180,130</u>	<u>\$ 176,830</u>

See accompanying notes to Consolidated Financial Statements.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS-(Continued)

	Year Ended December 31,		
	2016	2015	2014
	(In thousands)		
Supplemental disclosure of cash flow information			
Cash paid during the year for:			
Interest	\$ 81,793	\$ 72,870	\$ 78,366
Income taxes	\$ 38,671	\$ 69,074	\$ 60,225
Non-cash investing and financing activities:			
Net change in unrealized holding gain/(loss) on securities available-for-sale, net of tax	\$ 3,886	\$ (2,259)	\$ 26,557
Net change in unrealized gain/(loss) on interest rate swaps designated as cash flow hedges	\$ 825	\$ (598)	\$ (2,397)
Transfers to short-term investments from trading securities	\$ -	\$ -	\$ 4,936
Transfers to other real estate owned from loans held for investment	\$ 2,698	\$ 866	\$ 4,970
Loans transferred to loans held for sale	\$ 7,953	\$ 6,684	\$ 973
Loans to facilitate the sale of other real estate owned	\$ 2,616	\$ -	\$ 413
Issuance of stock related to acquisition	\$ -	\$ 82,857	\$ -
Supplemental disclosure for acquisitions			
Cash and cash equivalents	\$ -	\$ 63,579	\$ -
Securities available-for-sale	-	2,370	-
Loans	-	419,219	-
Premises and equipment	-	13,291	-
Other real estate owned	-	3,048	-
Goodwill	-	55,849	-
Core deposit intangible	-	1,302	-
Accrued interest receivable and other assets	-	2,884	-
 Total assets acquired	 -	 561,542	 -
Deposits	-	420,623	-
Accrued interest payable and other liabilities	-	1,056	-
Total liabilities assumed	-	421,679	-
Net assets acquired	\$ -	\$ 139,863	\$ -
Cash paid	\$ -	\$ 57,006	\$ -
Fair value of common stock issued	-	82,857	-
 Total consideration paid	 \$ -	 \$ 139,863	 \$ -

See accompanying notes to Consolidated Financial Statements.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

The accompanying Consolidated Financial Statements include the accounts of Cathay General Bancorp (the “Bancorp”), a Delaware corporation, its wholly-owned subsidiaries, Cathay Bank (the “Bank”), a California state-chartered bank, seven limited partnerships investing in affordable housing projects, Asia Realty Corp., and GBC Venture Capital, Inc. (together, the “Company”). All significant inter-company transactions and balances have been eliminated in consolidation. The Consolidated Financial Statements of the Company are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and general practices within the banking industry.

Organization and Background. The business activities of the Bancorp consist primarily of the operations of the Bank, which owns 100% of the common securities of the following subsidiaries: GBC Real Estate Investments, Inc., Cathay Holdings LLC, Cathay Holdings 2, LLC, and Cathay Holdings 3, LLC and Cathay New Asia Community Development Corporation.

There are limited operating business activities currently at the Bancorp. The Bank is a commercial bank, servicing primarily the individuals, professionals, and small to medium-sized businesses in the local markets in which its branches are located. Its operations include the acceptance of checking, savings, and time deposits, and the making of commercial, real estate, and consumer loans. The Bank also offers trade financing, letters of credit, wire transfer, foreign currency spot and forward contracts, Internet banking, investment services, and other customary banking services to its customers.

Use of Estimates. The preparation of the Consolidated Financial Statements in accordance with GAAP requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. The significant estimates subject to change relate to the allowance for loan losses, goodwill impairment assessment, other-than-temporary impairment analysis on investments, and fair value disclosures. The more significant of these policies are described below.

Concentrations. The Bank was incorporated in California and started its business from California. Therefore, loans originated and deposits solicited were mainly from California. As of December 31, 2016, gross loans were primarily comprised of 51.7% of commercial mortgage loans, 21.8% of residential mortgage loans, and 20.1% of commercial loans. As of December 31, 2016, approximately 63% of the Bank’s residential mortgages were for properties located in California. Approximately 86% of the Company’s CDs of \$250,000 or more have been on deposit with the Company for two years or more.

Allowance for Loan Losses. The determination of the amount of the provision for loan losses charged to operations reflects management’s current judgment about the credit quality of the loan portfolio and takes into consideration changes in lending policies and procedures, changes in economic and business conditions, changes in the nature and volume of the portfolio and in the terms of loans, changes in the experience, ability and depth of lending management, changes in the volume and severity of past due, non-accrual and adversely classified or graded loans, changes in the quality of the loan review system, changes in the value of underlying collateral for collateral-dependent loans, the existence and effect of any concentrations of credit and the effect of competition, legal and regulatory requirements, and other external factors. The nature of the process by which loan losses is determined and the appropriate allowance for loan losses requires the exercise of considerable judgment. The allowance is increased or decreased by the provision or credit to the allowance for loan losses and decreased by charge-offs when management believes the uncollectability of a loan is confirmed.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Subsequent recoveries, if any, are credited to the allowance. A weakening of the economy or other factors that adversely affect asset quality could result in an increase in the number of delinquencies, bankruptcies, or defaults, and a higher level of non-performing assets, net charge-offs, and provision for loan losses in future periods.

The total allowance for loan losses consists of two components: specific allowances and general allowances. To determine the appropriateness of the allowance in each of these two components, two primary methodologies are employed, the individual loan review analysis methodology and the classification migration methodology. These methodologies support the basis for determining allocations between the various loan categories and the overall appropriateness of our allowance to provide for probable losses inherent in the loan portfolio. These methodologies are further supported by additional analysis of relevant factors such as the historical losses in the portfolio, and environmental factors which include trends in delinquency and non-accrual, and other significant factors, such as the national and local economy, the volume and composition of the portfolio, strength of management and loan staff, underwriting standards, and the concentration of credit.

The Bank's management allocates a specific allowance for "Impaired Credits," in accordance with Accounting Standard Codification ("ASC") Section 310-10-35. For non-Impaired Credits, a general allowance is established for those loans internally classified and risk graded Pass, Watch, Special Mention, or Substandard based on historical losses in the specific loan portfolio and a reserve based on environmental factors determined for that loan group. The level of the general allowance is established to provide coverage for management's estimate of the credit risk in the loan portfolio by various loan segments not covered by the specific allowance.

Securities. Securities are classified as held-to-maturity when management has the ability and intent to hold these securities until maturity. Securities are classified as available-for-sale when management intends to hold the securities for an indefinite period of time, or when the securities may be utilized for tactical asset/liability purposes, and may be sold from time to time to manage interest rate exposure and resultant prepayment risk and liquidity needs. Securities are classified as trading securities when management intends to sell the securities in the near term. Securities purchased are designated as held-to-maturity, available-for-sale, or trading securities at the time of acquisition.

Securities held-to-maturity are stated at cost, adjusted for the amortization of premiums and the accretion of discounts on a level-yield basis. The carrying value of these assets is not adjusted for temporary declines in fair value since the Company has the positive intent and ability to hold them to maturity. Securities available-for-sale are carried at fair value, and any unrealized holding gains or losses are excluded from earnings and reported as a separate component of stockholders' equity, net of tax, in accumulated other comprehensive income until realized. Realized gains or losses are determined on the specific identification method. Premiums and discounts are amortized or accreted as adjustment of yield on a level-yield basis.

ASC Topic 320 requires an entity to assess whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. If either of these conditions is met, an entity must recognize an other-than-temporary impairment ("OTTI"). If an entity does not intend to sell the debt security and will not be required to sell the debt security, the entity must consider whether it will recover the amortized cost basis of the security. If the present value of expected cash flows is less than the amortized cost basis of the security, OTTI shall be considered to have occurred. OTTI is then separated into the amount of the total impairment related to credit losses and the amount of the total impairment related to all other factors. An entity determines the impairment related to credit losses by comparing the present value of cash flows expected to be collected from the security with the amortized cost basis of the security. OTTI related to the credit loss is then recognized in earnings. OTTI related to all other factors is recognized in other comprehensive income. OTTI not related to the credit loss for a held-to-maturity security should be recognized separately in a new category of other comprehensive income and amortized over the remaining life of the debt security as an increase in the carrying value of the security only when the entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its remaining amortized cost basis. The Company has both the ability and the intent to hold and it is not more likely than not that the Company will be required to sell those securities with unrealized losses before recovery of their amortized cost basis.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Trading securities are reported at fair value, with unrealized gains or losses included in income.

Investment in Federal Home Loan Bank (“FHLB”) Stock. As a member of the FHLB system the Bank is required to maintain an investment in the capital stock of the FHLB. The amount of investment is also affected by the outstanding advances under the line of credit the Bank maintains with the FHLB. FHLB stock is carried at cost and is pledged as collateral to the FHLB. FHLB stock is periodically evaluated for impairment based on ultimate recovery of par value. The carrying amount of the FHLB stock was \$17.3 million at December 31, 2016, and \$17.3 million at December 31, 2015. As of December 31, 2016, the Company owned 172,500 shares of FHLB stock, which exceeded the minimum stock requirement of 150,000 shares.

Loans. Loans are carried at amounts advanced, less principal payments collected and net deferred loan fees. Interest is accrued and earned daily on an actual or 360-day basis. Interest accruals on business loans and non-residential real estate loans are generally discontinued whenever the payment of interest or principal is 90 days or more past due, based on contractual terms. Such loans are placed on non-accrual status, unless the loan is well secured, and there is a high probability of recovery in full, as determined by management. When loans are placed on non-accrual status, previously accrued but unpaid interest is reversed and charged against current income, and subsequent payments received are generally first applied toward the outstanding principal balance of the loan. The loan is generally returned to accrual status when the borrower has brought the past due principal and interest payments current and, in the opinion of management, the borrower has demonstrated the ability to make future payments of principal and interest as scheduled. A non-accrual loan may also be returned to accrual status if all principal and interest contractually due are reasonably assured of repayment within a reasonable period and there has been a sustained period of payment performance, generally six months. Loan origination fees and commitment fees, offset by certain direct loan origination costs, are deferred and recognized over the contractual life of the loan as a yield adjustment. The amortization utilizes the interest method. If a loan is placed on non-accrual status, the amortization of the loan fees and the accretion of discounts are discontinued until the loan is returned to accruing status.

Loans held for sale are carried at the lower of aggregate cost or fair value. Gains and losses are recorded in non-interest income based on the difference between sales proceeds, net of sales commissions, and carrying value.

Loans Acquired Through Transfer. Loans acquired through the completion of a transfer, including loans acquired in a business combination, that have evidence of deterioration of credit quality since origination and for which it is probable, at acquisition, that the Company will be unable to collect all contractually required payment, receivables are initially recorded at fair value (as determined by the present value of expected future cash flows) with no valuation allowance. The difference between the undiscounted cash flows expected at acquisition and the investment in the loan, or the “accretable yield,” is recognized as interest income on a level-yield method over the life of the loan. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition, or the “nonaccretable difference,” are not recognized as a yield adjustment or as a loss accrual or a valuation allowance. Increases in expected cash flows subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over its remaining life. Decreases in expected cash flows are recognized as impairment. Valuation allowances on these impaired loans reflect only losses incurred after the acquisition.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Impaired Loans. A loan is considered impaired when it is probable that the Bank will be unable to collect all amounts due (i.e. both principal and interest) according to the contractual terms of the loan agreement. The measurement of impairment may be based on (1) the present value of the expected future cash flows of the impaired loan discounted at the loan's original effective interest rate, (2) the observable market price of the impaired loan or (3) the fair value of the collateral of a collateral-dependent loan. The amount by which the recorded investment in the loan exceeds the measure of the impaired loan is recognized by recording a valuation allowance with a corresponding charge to the provision for loan losses. The Company stratifies its loan portfolio by size and treats smaller non-performing loans with an outstanding balance based on the Company's defined criteria, generally where the loan amount is \$500,000 or less, as a homogenous portfolio. Once a loan has been identified as a possible problem loan, the Company conducts a periodic review of such loan in order to test for impairment. When loans are placed on an impaired status, previously accrued but unpaid interest is reversed against current income and subsequent payments received are generally first applied toward the outstanding principal balance of the loan.

Troubled Debt Restructured Loan ("TDR"). A TDR is a formal modification of the terms of a loan when the lender, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower. The concessions may be granted in various forms, including reduction in the stated interest rate, reduction in the loan balance or accrued interest, or extension of the maturity date. Although these loan modifications are considered TDRs, accruing TDR loans have, pursuant to the Bank's policy, performed under the restructured terms and have demonstrated sustained performance under the modified terms for six months before being returned to accrual status. The sustained performance considered by management pursuant to its policy includes the periods prior to the modification if the prior performance met or exceeded the modified terms. This would include cash paid by the borrower prior to the restructure to set up interest reserves. Loans classified as TDRs are reported as impaired loans.

Unfunded Loan Commitments. Unfunded loan commitments are generally related to providing credit facilities to clients of the Bank, and are not actively traded financial instruments. These unfunded commitments are disclosed as off-balance sheet financial instruments in Note 13 in the Notes to Consolidated Financial Statements.

Letter of Credit Fees. Issuance and commitment fees received for the issuance of commercial or standby letters of credit are recognized over the term of the instruments.

Premises and Equipment. Premises and equipment are carried at cost, less accumulated depreciation. Depreciation is computed on the straight-line method based on the following estimated useful lives of the assets:

Type	Estimated Useful Life (in years)
Buildings	15 to 45
Building improvements	5 to 20
Furniture, fixtures, and equipment	3 to 25
Leasehold improvements	Shorter of useful lives or the terms of the leases

Improvements are capitalized and amortized to occupancy expense based on the above table. Construction in process is carried at cost and includes land acquisition cost, architectural fees, general contractor fees, capitalized interest and other costs related directly to the construction of a property.

Other Real Estate Owned. Real estate acquired in the settlement of loans is initially recorded at fair value, less estimated costs to sell. Specific valuation allowances on other real estate owned are recorded through charges to operations to recognize declines in fair value subsequent to foreclosure. Gains on sales are recognized when certain criteria relating to the buyer's initial and continuing investment in the property are met.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Investments in Affordable Housing Partnerships and Other Tax Credit Investments. The Company is a limited partner in limited partnerships that invest in low-income housing projects that qualify for Federal and/or State income tax credits and limited partnerships that invests in alternative energy systems. As further discussed in Note 6, the partnership interests are accounted for utilizing the equity method of accounting. As of December 31, 2016, seven of the limited partnerships in which the Company has an equity interest were determined to be variable interest entities for which the Company is the primary beneficiary. The Company therefore consolidated the financial statements of these seven limited partnerships into its Consolidated Financial Statements. The tax credits from these partnerships are recognized in the consolidated financial statements to the extent they are utilized on the Company's income tax returns. The investments are reviewed for impairment on an annual basis or on an interim basis if an event occurs that would trigger potential impairment.

Investments in Venture Capital. The Company invests in limited partnerships that invest in nonpublic companies. These are commonly referred to as venture capital investments. These limited partnership interests are carried under the cost method with other-than-temporary impairment charged against net income.

Goodwill and Goodwill Impairment. Goodwill represents the excess of costs over fair value of assets of businesses acquired. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment at least annually in accordance with the provisions of ASC Topic 350. ASC Topic 350 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with ASC Topic 360.

The Company's policy is to assess goodwill for impairment at the reporting unit level on an annual basis or between annual assessments if a triggering event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Impairment is the condition that exists when the carrying amount of goodwill exceeds its implied fair value. Accounting standards require management to estimate the fair value of each reporting unit in making the assessment of impairment at least annually.

The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in ASC Topic 350. The two-step impairment testing process conducted by us, if needed, begins by assigning net assets and goodwill to our reporting units. The Company then completes "step one" of the impairment test by comparing the fair value of each reporting unit (as determined based on the discussion below) with the recorded book value (or "carrying amount") of its net assets, with goodwill included in the computation of the carrying amount. If the fair value of a reporting unit exceeds its carrying amount, goodwill of that reporting unit is not considered impaired, and "step two" of the impairment test is not necessary. If the carrying amount of a reporting unit exceeds its fair value, step two of the impairment test is performed to determine the amount of impairment. Step two of the impairment test compares the carrying amount of the reporting unit's goodwill to the "implied fair value" of that goodwill. The implied fair value of goodwill is computed by assuming that all assets and liabilities of the reporting unit would be adjusted to the current fair value, with the offset as an adjustment to goodwill. This adjusted goodwill balance is the implied fair value used in step two. An impairment charge is recognized for the amount by which the carrying amount of goodwill exceeds its implied fair value.

The Company has identified two reporting units for its business: the Commercial Lending unit and the Retail Banking unit. The reporting unit fair values were determined based on an equal weighting of (1) a market approach using a combination of price to earnings multiples determined based on a representative peer group applied to 2016 and forecasted 2017 and 2018 earnings, and a price to book multiple and (2) a dividend discount model with the discount rate determined using the same representative peer group. A control premium was then applied to the unit fair values so determined as of December 31, 2016. As a result of this analysis, the Company determined that there was no goodwill impairment at December 31, 2016 as the fair value of all reporting units exceeded the current carrying amount of the units. No assurance can be given that goodwill will not be written down in future periods.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Core Deposit Premium. Core deposit premium, which represents the purchase price over the fair value of the deposits acquired from other financial institutions, is amortized over its estimated useful life to its residual value in proportion to the economic benefits consumed. If a pattern of consumption cannot be reliably determined, straight-line amortization is used. The Company assesses the recoverability of this intangible asset by determining whether the amortization of the premium balance over its remaining life can be recovered through the remaining deposit portfolio and amortizes core deposit premium over its estimated useful life.

Securities Sold Under Agreements to Repurchase. The Company sells certain securities under agreements to repurchase. The agreements are treated as collateralized financing transactions and the obligations to repurchase securities sold are reflected as a liability in the accompanying Consolidated Balance Sheets. The securities underlying the agreements remain in the applicable asset accounts.

Stock-Based Compensation. Stock option compensation expense is calculated based on the fair value of the award at the grant date for those options expected to vest, and is recognized as an expense over the vesting period of the grant using the straight-line method. The Company uses the Black-Scholes option pricing model to estimate the value of granted options. This model takes into account the option exercise price, the expected life, the current price of the underlying stock, the expected volatility of the Company's stock, expected dividends on the stock and a risk-free interest rate. The Company estimates the expected volatility based on the Company's historical stock prices for the period corresponding to the expected life of the stock options. Restricted stock units are valued at the closing price of the Company's stock on the date of the grant. Stock-based compensation is recognized ratably over the requisite service period for all awards.

Derivatives. The Company follows ASC Topic 815 that establishes accounting and reporting standards for financial derivatives, including certain financial derivatives embedded in other contracts, and hedging activities. It requires the recognition of all financial derivatives as assets or liabilities in the Company's consolidated balance sheet and measurement of those financial derivatives at fair value. The accounting treatment of changes in fair value is dependent upon whether or not a financial derivative is designated as a hedge and, if so, the type of hedge. Fair value is determined using third-party models with observable market data. For derivatives designated as cash flow hedges, changes in fair value are recognized in other comprehensive income and are reclassified to earnings when the hedged transaction is reflected in earnings. For derivatives designated as fair value hedges, changes in the fair value of the derivatives are reflected in current earnings, together with changes in the fair value of the related hedged item if there is a highly effective correlation between changes in the fair value of the interest rate swaps and changes in the fair value of the underlying asset or liability that is intended to be hedged. If there is not a highly effective correlation between changes in the fair value of the interest rate swap and changes in the fair value of the underlying asset or liability that is intended to be hedged, then only the changes in the fair value of the interest rate swaps are reflected in the Company's consolidated financial statements.

Foreign Exchange Forwards and Foreign Currency Option Contracts. We enter into foreign exchange forward contracts and foreign currency option contracts with correspondent banks to mitigate the risk of fluctuations in foreign currency exchange rates for foreign currency certificates of deposit, foreign exchange contracts or foreign currency option contracts entered into with our clients. These contracts are not designated as hedging instruments and are recorded at fair value in our Consolidated Balance Sheets. Changes in the fair value of these contracts as well as the related foreign currency certificates of deposit, foreign exchange contracts or foreign currency option contracts, are recognized immediately in net income as a component of non-interest income. Period end gross positive fair values are recorded in other assets and gross negative fair values are recorded in other liabilities.

Income Taxes. The provision for income taxes is based on income reported for financial statement purposes, and differs from the amount of taxes currently payable, since certain income and expense items are reported for financial statement purposes in different periods than those for tax reporting purposes. The Company accounts for income taxes using the asset and liability approach, the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance is established for deferred tax assets if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Comprehensive Income/(loss). Comprehensive income/(loss) is defined as the change in equity during a period from transactions and other events and circumstances from non-owner sources. Comprehensive income/(loss) generally includes net income/(loss), unrealized gains and losses on investments in securities available-for-sale, and cash flow hedges. Comprehensive income/(loss) and its components are reported and displayed in the Company's consolidated statements of operations and comprehensive income/(loss).

Net Income per Common Share. Earnings per share ("EPS") is computed on a basic and diluted basis. Basic EPS excludes dilution and is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shares in the earnings of the Company. Potential dilution is excluded from computation of diluted per-share amounts when a net loss from operations exists.

Foreign Currency Translation. The Company considers the functional currency of its foreign operations to be the United States dollar. Accordingly, the Company remeasures monetary assets and liabilities at year-end exchange rates, while nonmonetary items are remeasured at historical rates. Income and expense accounts are remeasured at the average rates in effect during the year, except for depreciation, which is remeasured at historical rates. Foreign currency transaction gains and losses are recognized in income in the period of occurrence.

Statement of Cash Flows. Cash and cash equivalents include short-term highly-liquid investments that generally have an original maturity of three months or less.

Segment Information and Disclosures. Accounting principles generally accepted in the United States of America establish standards to report information about operating segments in annual financial statements and require reporting of selected information about operating segments in interim reports to stockholders. It also establishes standards for related disclosures about products and services, geographic areas, and major customers. The Company has concluded it has one operating segment.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The new guidance replaces existing revenue recognition guidance for contracts to provide goods or services to customers and amends existing guidance related to recognition of gains and losses on the sale of certain nonfinancial assets such as real estate. ASU 2014-09 clarifies the principles for recognizing revenue and replaces nearly all existing revenue recognition guidance in U.S. GAAP. Quantitative and qualitative disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers are also required. ASU 2014-09 as amended by ASU 2015-14, ASU 2016-08, ASU 2016-10 and ASU 2016-12, is effective for interim and annual periods beginning after December 15, 2017 and is applied on either a modified retrospective or full retrospective basis. Our revenue is primarily comprised of net interest income on financial assets and financial liabilities, which is explicitly excluded from the scope of ASU 2014-09, and non-interest income. We expect that ASU 2014-09 will require us to change how we recognize certain recurring revenue streams for certain fee income products, however, we are still in the process of identifying those revenue streams, the related accounting policies, the impact on current accounting policies and the related effects on the consolidated financial statements. We do not expect these changes to have a significant impact on our financial statements. We expect to adopt the standard in the first quarter of 2018 with a cumulative affect adjustment to opening retained earnings, if such adjustment is deemed to be significant.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which is intended to increase transparency and comparability in the accounting for lease transactions. ASU 2016-02 requires lessees to recognize all leases longer than twelve months on the Consolidated Balance Sheet as lease assets and lease liabilities and quantitative and qualitative disclosures regarding key information about leasing arrangements. Lessor accounting is largely unchanged. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years with an option to early adopt. ASU 2016-02 mandates a modified retrospective transition method for all entities. The Company is evaluating the impact of ASU 2016-02 and has determined that the majority of our leases are operating leases. We expect, upon adoption, the Company will record a liability for the remaining obligation under the lease agreements and a corresponding right-of-use asset in the consolidated financial statements. ASU 2016-02 will be effective for us on January 1, 2019 and will require transition using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements.

In June 2016, the FASB issued ASU 2016-13, “*Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.*” This update requires an entity to use a broader range of reasonable and supportable forecasts, in addition to historical experience and current conditions, to develop an expected credit loss estimate for financial assets and net investments that are not accounted for at fair value through net income. Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses to the amount by which fair value is below amortized cost. ASU 2016-13 becomes effective for interim and annual periods beginning after December 15, 2019. The Company has designated a management team to evaluate ASU 2016-13 and develop an implementation strategy. The Company has not yet determined the effect of ASU 2016-13 on its accounting policies or the impact on the Company’s consolidated financial statements.

2. Acquisition

On July 31, 2015, the Company completed the acquisition of New York-based Asia Bancshares, Inc., parent of Asia Bank. Asia Bank operated three branch locations in New York City and one branch location in the state of Maryland. The acquisition allowed the Company to expand its number of branches in New York City and to enter the state of Maryland. The purchase consideration consisted of fifty-five percent in Bancorp stock and forty-five percent in cash. The fair value of the consideration was \$139.9 million, which consisted of 2,580,359 shares of Bancorp common stock valued at \$82.9 million at the date of acquisition and \$57.0 million in cash.

Goodwill from the acquisition represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired and is not deductible for tax purposes. As a result of the business combination, the Company recorded goodwill of \$55.8 million.

The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the July 31, 2015 acquisition date. The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting. We have included the financial results of the business combinations in the condensed consolidated statement of income beginning on the acquisition date.

The fair value of the assets and the liabilities acquired as of July 31, 2015 are shown below:

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	<u>Asia Bancshares, Inc</u>
Assets acquired:	
Cash and cash equivalents	\$ 63,579
Securities available-for-sale	2,370
Loans	419,219
Premises and equipment	13,291
Other real estate owned	3,048
Goodwill	55,849
Core deposit intangible	1,302
Accrued interest receivable and other assets	2,884
Total assets acquired	561,542
 Liabilities assumed:	
Deposits	420,623
Accrued interest payable and other liabilities	1,056
Total liabilities assumed	421,679
Net assets acquired	\$ 139,863
Cash paid	\$ 57,006
Fair value of common stock issued	82,857
Total consideration paid	\$ 139,863

3. Cash and Cash Equivalents

The Company manages its cash and cash equivalents, which consist of cash on hand, amounts due from banks, federal funds sold, and short-term investments with original maturity of three months or less, based upon the Company's operating, investment, and financing activities. For the purpose of reporting cash flows, these same accounts are included in cash and cash equivalents.

The Company is required to maintain reserves with the Federal Reserve Bank. Reserve requirements are based on a percentage of deposit liabilities. The average reserve balances required were \$1.9 million for 2016 and \$138,000 for 2015. The average excess balance with Federal Reserve Bank was \$338.5 million in 2016 and \$163.3 million in 2015. At December 31, 2016, the Bancorp had \$6.9 million on deposit in a cash margin account that serves as collateral for the Bancorp's interest rate swaps.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

4. Investment Securities

Investment Securities. The following tables reflect the amortized cost, gross unrealized gains, gross unrealized losses, and fair values of investment securities as of December 31, 2016, and December 31, 2015:

	As of December 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
Securities Available-for-Sale				
U.S. treasury securities	\$ 489,839	\$ 35	\$ 857	\$ 489,017
U.S. government sponsored entities	400,000	-	9,669	390,331
Mortgage-backed securities	339,241	309	3,290	336,260
Collateralized mortgage obligations	48	-	20	28
Corporate debt securities	74,965	247	862	74,350
Mutual funds	6,500	-	270	6,230
Preferred stock of government sponsored entities	2,811	4,497	-	7,308
Other equity securities	3,608	7,213	-	10,821
Total securities available-for-sale	<u>\$ 1,317,012</u>	<u>\$ 12,301</u>	<u>\$ 14,968</u>	<u>\$ 1,314,345</u>

	As of December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
Securities Available-for-Sale				
U.S. treasury securities	\$ 284,678	\$ 5	\$ 395	\$ 284,288
U.S. government sponsored entities	150,000	-	1,840	148,160
Mortgage-backed securities	1,073,108	560	11,399	1,062,269
Collateralized mortgage obligations	63	-	27	36
Corporate debt securities	74,955	425	1,525	73,855
Mutual funds	6,000	-	167	5,833
Preferred stock of government sponsored entities	2,811	633	228	3,216
Other equity securities	4,108	4,929	342	8,695
Total securities available-for-sale	<u>\$ 1,595,723</u>	<u>\$ 6,552</u>	<u>\$ 15,923</u>	<u>\$ 1,586,352</u>

The amortized cost and fair value of investment securities at December 31, 2016, by contractual maturities are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or repay obligations with or without call or repayment penalties.

	Securities Available-for-Sale	
	Amortized Cost	Fair Value
(In thousands)		
Due in one year or less	\$ 339,879	\$ 339,823
Due after one year through five years	553,130	544,585
Due after five years through ten years	75,111	72,733
Due after ten years ⁽¹⁾	348,892	357,204
Total	<u>\$ 1,317,012</u>	<u>\$ 1,314,345</u>

⁽¹⁾ Equity securities are reported in this category

Proceeds from sales of mortgage-backed securities were \$605.2 million and proceeds from repayments, maturities and calls of mortgage-backed securities were \$153.0 million during 2016 compared to proceeds from sales of \$648.0 million and proceeds of \$101.2 million from repayments, maturities, and calls during 2015. Proceeds from sales of other investment securities were \$294,000 during 2016 compared to \$385.2 million during 2015. Proceeds from maturities and calls of other investment securities were \$460.0 million during 2016 compared to \$165.0 million during 2015. In 2016, gains of \$5.1 million and no losses were realized on sales and calls of investment securities compared with gains of \$2.4 million and losses of \$1.9 million realized in 2015. In 2016, the Company recorded investment securities write-downs of \$206,000 compared to \$3.9 million in 2015.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The temporarily impaired securities represent 80.1% of the fair value of investment securities as of December 31, 2016. Unrealized losses for securities with unrealized losses for less than twelve months represent 1.3%, and securities with unrealized losses for twelve months or more represent 3.2%, of the historical cost of these securities. Unrealized losses on these securities generally resulted from increases in interest rates or spreads subsequent to the date that these securities were purchased. At December 31, 2016, 7 issues of securities had unrealized losses for 12 months or longer and 30 issues of securities had unrealized losses of less than 12 months.

Total unrealized losses of \$15.0 million at December 31, 2016, were primarily caused by increases in interest rates subsequent to the date that these securities were purchased or caused by the widening of credit and liquidity spreads since the dates of acquisition. The contractual terms of those investments do not permit the issuers to settle the security at a price less than the amortized cost of the investment.

At December 31, 2016, management believed the impairment was temporary and, accordingly, no impairment loss on debt securities has been recognized in our Consolidated Statements of Operations. The Company expects to recover the amortized cost basis of its debt securities, and has no intent to sell and believes it is more likely than not that it will not be required to sell available-for-sale debt securities that have declined below their cost before their anticipated recovery.

The tables below show the fair value and unrealized losses of the temporarily impaired securities in our investment securities portfolio as of December 31, 2016, and December 31, 2015:

	As of December 31, 2016								
	Temporarily Impaired Securities								
	Less than 12 months			12 months or longer			Total		
	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances
(Dollars in thousands)									
Securities Available-for-Sale									
U.S. treasury securities	\$ 299,088	\$ 857	6	\$ -	\$ -	-	\$ 299,088	\$ 857	6
U.S. government sponsored entities	390,331	9,669	8	-	-	-	390,331	9,669	8
Mortgage-backed securities ..	328,236	3,288	16	62	2	3	328,298	3,290	19
Collateralized mortgage obligations	-	-	-	28	20	1	28	20	1
Corporate debt securities	-	-	-	29,138	862	2	29,138	862	2
Mutual funds	-	-	-	6,230	270	1	6,230	270	1
Total securities available- for-sale	<u>\$1,017,655</u>	<u>\$ 13,814</u>	<u>30</u>	<u>\$35,458</u>	<u>\$ 1,154</u>	<u>7</u>	<u>\$1,053,113</u>	<u>\$ 14,968</u>	<u>37</u>

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As of December 31, 2015

Temporarily Impaired Securities

	Less than 12 months			12 months or longer			Total		
	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances	Fair Value	Unrealized Losses	No. of Issuances
(Dollars in thousands)									
Securities Available-for-Sale									
U.S. treasury securities	\$ 224,289	\$ 395	5	\$ -	\$ -	-	\$ 224,289	\$ 395	5
U.S. government sponsored entities.....	148,160	1,840	3	-	-	-	148,160	1,840	3
Mortgage-backed securities ..	1,025,342	11,398	35	6	1	2	1,025,348	11,399	37
Collateralized mortgage obligations	-	-	-	36	27	1	36	27	1
Corporate debt securities	9,950	50	1	43,525	1,475	3	53,475	1,525	4
Mutual funds	-	-	-	5,833	167	1	5,833	167	1
Preferred stock of government sponsored entities.....	2,488	228	2	-	-	-	2,488	228	2
Other equity securities	158	342	1	-	-	-	158	342	1
Total securities available-for-sale	<u>\$1,410,387</u>	<u>\$ 14,253</u>	<u>47</u>	<u>\$49,400</u>	<u>\$ 1,670</u>	<u>7</u>	<u>\$1,459,787</u>	<u>\$ 15,923</u>	<u>54</u>

Investment securities having a carrying value of \$649.1 million at December 31, 2016, and \$449.6 million at December 31, 2015, were pledged to secure public deposits, other borrowings, treasury tax and loan, securities sold under agreements to repurchase, and foreign exchange transactions.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

5. Loans

Most of the Company’s business activity is predominately with Asian customers located in Southern and Northern California; New York City; Houston and Dallas, Texas; Seattle, Washington; Boston, Massachusetts; Chicago, Illinois; Edison, New Jersey; Rockville, Maryland; Nevada; and Hong Kong. The Company has no specific industry concentration, and generally its loans are collateralized with real property or other pledged collateral of the borrowers. Loans are generally expected to be paid off from the operating profits of the borrowers, refinancing by another lender, or through sale by the borrowers of the secured collateral.

The components of loans in the Consolidated Balance Sheets as of December 31, 2016, and December 31, 2015, were as follows:

	As of December 31,	
	2016	2015
	(In thousands)	
Type of Loans:		
Commercial loans	\$ 2,248,187	\$ 2,316,863
Real estate construction loans	548,088	441,543
Commercial mortgage loans	5,785,248	5,301,218
Residential mortgage loans	2,444,048	1,932,355
Equity lines	171,711	168,980
Installment and other loans	3,993	2,493
Gross loans	11,201,275	10,163,452
Less:		
Allowance for loan losses	(118,966)	(138,963)
Unamortized deferred loan fees	(4,994)	(8,262)
Total loans and leases, net.....	\$ 11,077,315	\$ 10,016,227
Loans held for sale	\$ 7,500	\$ 6,676

The Company pledged real estate loans of \$7.8 billion at December 31, 2016, and \$6.8 billion at December 31, 2015, to the Federal Home Loan Bank of San Francisco under its blanket lien pledging program. In addition, the Bank pledged \$30.0 million at December 31, 2016, and \$71.3 million at December 31, 2015, of its commercial loans to the Federal Reserve Bank’s Discount Window under the Borrower-in-Custody program.

Loans serviced for others as of December 31, 2016, totaled \$367.6 million and were comprised of \$133.3 million of residential mortgages, \$112.8 million of commercial real estate loans, \$83.1 million of construction loans, and \$38.4 million of commercial loans.

The Company has entered into transactions with its directors, executive officers, or principal holders of its equity securities, or the associates of such persons (“Related Parties”). All loans to Related Parties were current as of December 31, 2016. An analysis of the activity with respect to loans to Related Parties for the years indicated is as follows:

	December 31,	
	2016	2015
	(In thousands)	
Balance at beginning of year	\$ 91,620	\$ 83,812
Additional loans made	62,206	54,975
Payment received	(102,499)	(47,167)
Balance at end of year	\$ 51,327	\$ 91,620

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

At December 31, 2016, recorded investment in impaired loans totaled \$115.1 million and was comprised of nonaccrual loans, excluding loans held for sale, of \$49.7 million and accruing TDR's of \$65.4 million. At December 31, 2015, recorded investment in impaired loans totaled \$133.8 million and was comprised of nonaccrual loans, excluding loans held for sale, of \$52.1 million and accruing TDR's of \$81.7 million. The average balance of impaired loans was \$131.0 million in 2016 and \$162.9 million in 2015. We considered all non-accrual loans and troubled debt restructurings ("TDR") to be impaired. Interest recognized on impaired loans totaled \$3.5 million in 2016 and \$4.0 million in 2015. The Bank recognizes interest income on impaired loans based on its existing method of recognizing interest income on non-accrual loans except accruing TDRs. For impaired loans, the amounts previously charged off represent 8.4% at December 31, 2016, and 22.4% at December 31, 2015, of the contractual balances for impaired loans.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents impaired loans and the related allowance as of the dates indicated:

	Impaired Loans					
	As of December 31, 2016			As of December 31, 2015		
	Unpaid Principal Balance	Recorded Investment	Allowance	Unpaid Principal Balance	Recorded Investment	Allowance
	(In thousands)					
With no allocated allowance						
Commercial loans	\$ 24,037	\$ 23,121	\$ -	\$ 15,493	\$ 6,721	\$ -
Real estate construction loans....	5,776	5,458	-	51,290	22,002	-
Commercial mortgage loans	60,522	54,453	-	59,954	54,625	-
Residential mortgage and equity lines	5,472	5,310	-	3,233	3,026	-
Subtotal	<u>\$ 95,807</u>	<u>\$ 88,342</u>	<u>\$ -</u>	<u>\$ 129,970</u>	<u>\$ 86,374</u>	<u>\$ -</u>
With allocated allowance						
Commercial loans	\$ 5,216	\$ 4,640	\$ 1,827	\$ 7,757	\$ 6,847	\$ 530
Commercial mortgage loans	10,158	10,017	573	28,258	27,152	6,792
Residential mortgage and equity lines	13,263	12,075	396	14,383	13,437	427
Subtotal	<u>\$ 28,637</u>	<u>\$ 26,732</u>	<u>\$ 2,796</u>	<u>\$ 50,398</u>	<u>\$ 47,436</u>	<u>\$ 7,749</u>
Total impaired loans	<u><u>\$ 124,444</u></u>	<u><u>\$ 115,074</u></u>	<u><u>\$ 2,796</u></u>	<u><u>\$ 180,368</u></u>	<u><u>\$ 133,810</u></u>	<u><u>\$ 7,749</u></u>

The following table presents the average balance and interest income recognized related to impaired loans for the periods indicated:

	For the year ended December 31,					
	2016	2015	2014	2016	2015	2014
	Average Recorded Investment			Interest Income Recognized		
	(In thousands)					
Commercial loans.....	\$ 21,199	\$ 23,960	\$ 26,128	\$ 767	\$ 546	\$ 878
Real estate construction loans	10,362	22,066	32,439	-	261	264
Commercial mortgage loans.....	81,905	100,118	114,248	2,214	2,708	3,735
Residential mortgage and equity lines	17,553	16,801	17,411	481	482	462
Subtotal	<u>\$ 131,019</u>	<u>\$ 162,945</u>	<u>\$ 190,226</u>	<u>\$ 3,462</u>	<u>\$ 3,997</u>	<u>\$ 5,339</u>

The following is a summary of non-accrual loans as of December 31, 2016, 2015, and 2014 and the related net interest foregone for the years then ended:

	2016	2015	2014
	(In thousands)		
Non-accrual portfolio loans	\$ 49,682	\$ 52,130	\$ 70,163
Non-accrual loans held-for-sale	7,500	5,944	973
Total non-accrual loans	<u>\$ 57,182</u>	<u>\$ 58,074</u>	<u>\$ 71,136</u>
Contractual interest due	\$ 1,573	\$ 5,732	\$ 6,663
Interest recognized	95	119	217
Net interest foregone	<u>\$ 1,478</u>	<u>\$ 5,613</u>	<u>\$ 6,446</u>

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents TDRs that were modified during 2015, their specific reserve at December 31, 2015, and charge-offs during 2015:

	No. of Contracts		Pre- Modification Outstanding Recorded Investment		Post- Modification Outstanding Recorded Investment		Specific Reserve		Charge-offs
(Dollars in thousands)									
Commercial loans.....	3	\$	1,181	\$	1,181	\$	2	\$	-
Commercial mortgage loans....	20		17,204		17,204		708		-
Residential mortgage and equity lines.....	5		1,521		1,374		42		148
Total	28	\$	19,906	\$	19,759	\$	752	\$	148

The following table presents TDRs that were modified during 2014, their specific reserve at December 31, 2014, and charge-offs during 2014:

	No. of Contracts		Pre- Modification Outstanding Recorded Investment		Post- Modification Outstanding Recorded Investment		Specific Reserve		Charge-off
(Dollars in thousands)									
Commercial loans.....	4	\$	10,539	\$	10,539	\$	21	\$	-
Commercial mortgage loans....	3		11,817		11,817		5,550		-
Residential mortgage and equity lines.....	7		2,715		2,715		29		-
Total	14	\$	25,071	\$	25,071	\$	5,600	\$	-

A summary of TDRs by type of concession and by type of loans as of December 31, 2016, and December 31, 2015, are shown below:

Accruing TDRs	December 31, 2016			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
Commercial loans	\$ 7,971	\$ -	\$ 4,081	\$ 12,052
Commercial mortgage loans	25,979	5,961	12,452	44,392
Residential mortgage loans	5,104	789	3,056	8,949
Total accruing TDRs	\$ 39,054	\$ 6,750	\$ 19,589	\$ 65,393

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Non-accrual TDRs	December 31, 2016			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
			Payment Deferral	
			(In thousands)	
Commercial loans	\$ 14,565	\$ -	\$ -	\$ 14,565
Commercial mortgage loans	2,510	1,795	10,328	14,633
Residential mortgage loans	356	-	168	524
Total non-accrual TDRs.....	<u>\$ 17,431</u>	<u>\$ 1,795</u>	<u>\$ 10,496</u>	<u>\$ 29,722</u>

Accruing TDRs	December 31, 2015			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
			Payment Deferral	
			(In thousands)	
Commercial loans	\$ 8,298	\$ -	\$ 1,726	\$ 10,024
Real estate construction loans	-	-	5,696	5,696
Commercial mortgage loans	16,701	6,045	33,800	56,546
Residential mortgage loans	5,201	999	3,214	9,414
Total accruing TDRs.....	<u>\$ 30,200</u>	<u>\$ 7,044</u>	<u>\$ 44,436</u>	<u>\$ 81,680</u>

Non-accrual TDRs	December 31, 2015			
	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
			Payment Deferral	
			(In thousands)	
Commercial loans	\$ 1,033	\$ 90	\$ -	\$ 1,123
Real estate construction loans	9,981	5,825	-	15,806
Commercial mortgage loans	1,544	20,362	-	21,906
Residential mortgage loans	388	700	-	1,088
Total non-accrual TDRs.....	<u>\$ 12,946</u>	<u>\$ 26,977</u>	<u>\$ -</u>	<u>\$ 39,923</u>

The activity within our TDR loans for 2016, 2015, and 2014 are shown below:

Accruing TDRs	2016	2015	2014
	(In thousands)		
Beginning balance.....	\$ 81,680	\$ 104,356	\$ 117,597
New restructurings.....	26,965	17,752	23,740
Restructured loans restored to accrual status.....	10,303	723	962
Charge-offs.....	(88)	(104)	-
Payments.....	(24,192)	(30,858)	(13,256)
Restructured loans placed on non-accrual.....	(13,984)	(10,189)	(24,687)
Expiration of loan concession.....	(15,291)	-	-
Ending balance.....	<u>\$ 65,393</u>	<u>\$ 81,680</u>	<u>\$ 104,356</u>

Non-accrual TDRs	2016	2015	2014
	(In thousands)		
Beginning balance.....	\$ 39,923	\$ 41,618	\$ 38,769
New restructurings.....	6,940	2,006	1,331
Restructured loans placed on non-accrual.....	13,984	10,189	24,688
Charge-offs.....	(5,271)	(3,246)	(8,938)
Payments.....	(15,551)	(9,921)	(11,710)
Foreclosures.....	-	-	(1,560)
Restructured loans restored to accrual status.....	(10,303)	(723)	(962)
Ending balance.....	<u>\$ 29,722</u>	<u>\$ 39,923</u>	<u>\$ 41,618</u>

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

A loan is considered to be in payment default once it is 60 to 90 days contractually past due under the modified terms. There were no loans modified as TDRs during the previous twelve months that subsequently defaulted as of December 31, 2016.

Under the Company’s internal underwriting policy, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification in order to determine whether a borrower is experiencing financial difficulty. As of December 31, 2016, there were no commitments to lend additional funds to those borrowers whose loans have been restructured, were considered impaired, or were on non-accrual status.

As part of the on-going monitoring of the credit quality of our loan portfolio, the Company utilizes a risk grading matrix to assign a risk grade to each loan. Loans are risk rated based on analysis of the current state of the borrower’s credit quality. The analysis of credit quality includes a review of all sources of repayment, the borrower’s current financial and liquidity status and all other relevant information. The risk rating categories can be generally described by the following grouping for non-homogeneous loans:

- **Pass/Watch** – These loans range from minimal credit risk to lower than average, but still acceptable, credit risk.
- **Special Mention** – Borrower is fundamentally sound and the loan is currently protected but adverse trends are apparent that, if not corrected, may affect ability to repay. Primary source of loan repayment remains viable but there is increasing reliance on collateral or guarantor support.
- **Substandard** – These loans are inadequately protected by current sound worth, paying capacity or pledged collateral. Well-defined weaknesses exist that could jeopardize repayment of debt. Loss may not be imminent, but if weaknesses are not corrected, there is a good possibility of some loss.
- **Doubtful** – The possibility of loss is extremely high, but due to identifiable and important pending events (which may strengthen the loan) a loss classification is deferred until the situation is better defined.
- **Loss** – These loans are considered uncollectible and of such little value that to continue to carry the loans as an active asset is no longer warranted.

The following tables present loan portfolio by risk rating as of December 31, 2016, and as of December 31, 2015:

	As of December 31, 2016				
	Pass/Watch	Special Mention	Substandard	Doubtful	Total
	(In thousands)				
Commercial loans.....	\$ 2,023,114	\$ 140,682	\$ 84,293	\$ 98	\$ 2,248,187
Real estate construction loans	469,909	44,129	34,050	-	548,088
Commercial mortgage loans.....	5,410,623	250,221	124,404	-	5,785,248
Residential mortgage and equity lines.....	2,605,834	-	9,925	-	2,615,759
Installment and other loans	3,993	-	-	-	3,993
Total gross loans	\$10,513,473	\$ 435,032	\$ 252,672	\$ 98	\$11,201,275
Loans held for sale	\$ -	\$ -	\$ 7,500	\$ -	\$ 7,500

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As of December 31, 2015

	Pass/Watch	Special Mention	Substandard	Doubtful	Total
	(In thousands)				
Commercial loans.....	\$ 2,143,270	\$ 110,338	\$ 61,297	\$ 1,958	\$ 2,316,863
Real estate construction loans	413,765	5,776	21,502	500	441,543
Commercial mortgage loans.....	5,018,199	155,553	118,196	9,270	5,301,218
Residential mortgage and equity lines.....	2,091,434	399	9,502	-	2,101,335
Installment and other loans	2,493	-	-	-	2,493
Total gross loans	\$ 9,669,161	\$ 272,066	\$ 210,497	\$ 11,728	\$10,163,452
Loans held for sale	\$ 732	\$ -	\$ 5,944	\$ -	\$ 6,676

The allowance for loan losses and the reserve for off-balance sheet credit commitments are significant estimates that can and do change based on management's process in analyzing the loan portfolio and on management's assumptions about specific borrowers, underlying collateral, and applicable economic and environmental conditions, among other factors.

The following table presents the balance in the allowance for loan losses by portfolio segment and based on impairment method as of December 31, 2016, and as of December 31, 2015.

	Commercial Loans	Real Estate Construction Loans	Commercial Mortgage Loans	Residential Mortgage and Equity Lines	Consumer and Other	Total
	(In thousands)					
December 31, 2016						
Loans individually evaluated for impairment						
Allowance	\$ 1,827	\$ -	\$ 573	\$ 396	\$ -	\$ 2,796
Balance.....	\$ 27,761	\$ 5,458	\$ 64,470	\$ 17,385	\$ -	\$ 115,074
Loans collectively evaluated for impairment						
Allowance	\$ 47,376	\$ 23,268	\$ 34,291	\$ 11,224	\$ 11	\$ 116,170
Balance.....	\$ 2,220,426	\$ 542,630	\$ 5,720,778	\$ 2,598,374	\$ 3,993	\$ 11,086,201
Total allowance.....	\$ 49,203	\$ 23,268	\$ 34,864	\$ 11,620	\$ 11	\$ 118,966
Total balance.....	\$ 2,248,187	\$ 548,088	\$ 5,785,248	\$ 2,615,759	\$ 3,993	\$ 11,201,275
December 31, 2015						
Loans individually evaluated for impairment						
Allowance	\$ 530	\$ -	\$ 6,792	\$ 427	\$ -	\$ 7,749
Balance.....	\$ 13,568	\$ 22,002	\$ 81,776	\$ 16,464	\$ -	\$ 133,810
Loans collectively evaluated for impairment						
Allowance	\$ 55,669	\$ 22,170	\$ 42,648	\$ 10,718	\$ 9	\$ 131,214
Balance.....	\$ 2,303,295	\$ 419,541	\$ 5,219,442	\$ 2,084,871	\$ 2,493	\$ 10,029,642
Total allowance.....	\$ 56,199	\$ 22,170	\$ 49,440	\$ 11,145	\$ 9	\$ 138,963
Total balance.....	\$ 2,316,863	\$ 441,543	\$ 5,301,218	\$ 2,101,335	\$ 2,493	\$ 10,163,452

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table details activity in the allowance for loan losses by portfolio segment for the years ended December 31, 2016 and 2015. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Commercial Loans	Real Estate Construction Loans	Commercial Mortgage Loans	Residential Mortgage and Equity Lines	Installment and Other Loans	Total
	(In thousands)					
2015 Beginning Balance	\$ 47,501	\$ 27,652	\$ 74,673	\$ 11,578	\$ 16	\$ 161,420
Provision/(reversal) for loan losses.....	20,505	(5,684)	(26,035)	(179)	(7)	(11,400)
Charge-offs.....	(16,426)	-	(3,716)	(285)	-	(20,427)
Recoveries	4,619	202	4,518	31	-	9,370
Net (Charge-offs)/Recoveries	(11,807)	202	802	(254)	-	(11,057)
2015 Ending Balance	\$ 56,199	\$ 22,170	\$ 49,440	\$ 11,145	\$ 9	\$ 138,963
Reserve for impaired loans.....	\$ 530	\$ -	\$ 6,792	\$ 427	\$ -	\$ 7,749
Reserve for non-impaired loans ...	\$ 55,669	\$ 22,170	\$ 42,648	\$ 10,718	\$ 9	\$ 131,214
Reserve for off-balance sheet credit commitments.....	\$ 810	\$ 526	\$ 158	\$ -	\$ -	\$ 1,494
2016 Beginning Balance	\$ 56,199	\$ 22,170	\$ 49,440	\$ 11,145	\$ 9	\$ 138,963
Provision/(reversal) for loan losses.....	1,815	(6,819)	(11,123)	475	2	(15,650)
Charge-offs.....	(12,955)	-	(5,948)	-	-	(18,903)
Recoveries	4,144	7,917	2,495	-	-	14,556
Net (Charge-offs)/Recoveries	(8,811)	7,917	(3,453)	-	-	(4,347)
2016 Ending Balance	\$ 49,203	\$ 23,268	\$ 34,864	\$ 11,620	\$ 11	\$ 118,966
Reserve for impaired loans.....	\$ 1,827	\$ -	\$ 573	\$ 396	\$ -	\$ 2,796
Reserve for non-impaired loans ...	\$ 47,376	\$ 23,268	\$ 34,291	\$ 11,224	\$ 11	\$ 116,170
Reserve for off-balance sheet credit commitments.....	\$ 2,091	\$ 940	\$ 41	\$ 146	\$ 6	\$ 3,224

An analysis of the activity in the allowance for credit losses for the years ended December 31, 2016, 2015, and 2014 is as follows:

	December 31,		
	2016	2015	2014
	(In thousands)		
Allowance for Loan Losses			
Balance at beginning of year	\$ 138,963	\$ 161,420	\$ 173,889
Reversal for credit losses	(15,650)	(11,400)	(10,800)
Transfers to reserve for off-balance sheet credit commitments.....	-	-	(372)
Loans charged off	(18,903)	(20,427)	(22,235)
Recoveries of charged off loans	14,556	9,370	20,938
Balance at end of year	\$ 118,966	\$ 138,963	\$ 161,420
Reserve for Off-balance Sheet Credit Commitments			
Balance at beginning of year	\$ 1,494	\$ 1,949	\$ 1,363
Provision/(reversal) for credit losses and transfers	1,730	(455)	586
Balance at end of year	\$ 3,224	\$ 1,494	\$ 1,949

Residential mortgage loans in process of formal foreclosure proceedings were \$3.6 million at December 31, 2016, compared to \$2.0 million at December 31, 2015.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

6. Investments in Affordable Housing and Alternative Energy Partnerships

The Company has invested in certain limited partnerships that were formed to develop and operate housing for lower-income tenants throughout the United States. The Company's investments in these partnerships were \$236.8 million at December 31, 2016, and \$172.7 million at December 31, 2015. In addition, in March 2016 and April 2015, the Company invested in alternative energy partnerships that qualify for energy tax credits.

At December 31, 2016, seven of the limited partnerships in which the Company has an equity interest were determined to be variable interest entities for which the Company is the primary beneficiary. The consolidation of these limited partnerships in the Company's Consolidated Financial Statements increased total assets and liabilities by \$23.7 million at December 31, 2016, and by \$24.3 million at December 31, 2015. Other borrowings for affordable housing limited partnerships were \$17.7 million at December 31, 2016, and \$18.6 million at December 31, 2015; recourse is limited to the assets of the limited partnerships. Unfunded commitments for affordable housing limited partnerships of \$115.0 million as of December 31, 2016, and \$85.8 million as of December 31, 2015, were recorded under other liabilities. The scheduled funding date for unfunded commitment as of December 31, 2016 are \$ 52.7 million in 2017, \$ 33.4 million in 2018, \$22.7 million in 2019, \$2.6 million in 2020, \$0.6 million in 2021 and \$3.0 million thereafter.

Each of the partnerships must meet regulatory requirements for affordable housing for a minimum 15-year compliance period to fully utilize the tax credits. If the partnerships cease to qualify during the compliance period, the credits may be denied for any period in which the projects are not in compliance and a portion of the credits previously taken is subject to recapture with interest. The remaining tax credits to be utilized over a multiple-year period are \$160.2 million for Federal and \$3.3 million for state at December 31, 2016. The Company's usage of affordable housing and other tax credits approximated \$13.4 million in 2016, \$10.1 million in 2015, and \$10.2 million in 2014. Losses in excess of the Bank's investment in three limited partnerships have not been recorded in the Company's Consolidated Financial Statements because the Company had fully satisfied all capital commitments required under the respective limited partnership agreements.

Investment in alternative energy tax credit partnerships, net, was \$14.3 million at December 31, 2016, compared to \$10.5 million at December 31, 2015. The Company's usage of energy tax credits approximated \$24.5 million in 2016 compared to \$20.9 million in 2015.

7. Premises and Equipment

Premises and equipment consisted of the following as of December 31, 2016, and December 31, 2015:

	As of December 31,	
	2016	2015
	(In thousands)	
Land and land improvements	\$ 42,455	\$ 42,407
Building and building improvements	78,463	78,299
Furniture, fixtures and equipment	51,654	50,378
Leasehold improvement	15,546	14,546
Construction in process	703	538
	<u>188,821</u>	<u>186,168</u>
Less: Accumulated depreciation/amortization	83,214	77,244
Premises and equipment, net	<u>\$ 105,607</u>	<u>\$ 108,924</u>

The amount of depreciation/amortization included in operating expense was \$6.8 million in 2016, \$7.0 million in 2015, and \$7.1 million in 2014.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

8. Deposits

The following table displays deposit balances as of December 31, 2016, and December 31, 2015:

	As of December 31,	
	2016	2015
	(In thousands)	
Demand	\$ 2,478,107	\$ 2,033,048
NOW accounts	1,230,445	966,404
Money market accounts	2,198,938	1,905,719
Saving accounts	719,949	618,164
Time deposits	5,047,287	4,985,752
Total	<u>\$ 11,674,726</u>	<u>\$ 10,509,087</u>

Time deposits outstanding as of December 31, 2016, mature as follows.

	Expected Maturity Date at December 31,						Total
	2017	2018	2019	2020	2021	Thereafter	
	(In thousands)						
Time deposits	\$4,597,359	\$ 371,713	\$ 75,266	\$ 2,899	\$ 39	\$ 11	\$5,047,287

Accrued interest payable on customer deposits was \$2.9 million at December 31, 2016, \$3.4 million at December 31, 2015, and \$2.3 million at December 31, 2014. The following table summarizes the interest expense on deposits by account type for the years ended December 31, 2016, 2015, and 2014:

	Year Ended December 31,		
	2016	2015	2014
	(In thousands)		
Interest bearing demand	\$ 1,740	\$ 1,406	\$ 1,229
Money market accounts	13,308	10,138	8,627
Saving accounts	1,046	901	802
Time deposits	43,327	39,443	35,111
Total	<u>\$ 59,421</u>	<u>\$ 51,888</u>	<u>\$ 45,769</u>

The aggregate amount of domestic time deposits in denominations that meet or exceed the current FDIC insurance limit of \$250,000 was \$1.8 billion and \$1.6 billion as of December 31, 2016 and 2015, respectively. Foreign offices time deposits of \$137.7 million and \$181.8 million as of December 31, 2016 and 2015, respectively, were in denominations of \$250,000 or more.

9. Borrowed Funds

Securities Sold under Agreements to Repurchase. Securities sold under agreements to repurchase were \$350.0 million with a weighted average rate of 4.06% at December 31, 2016, compared to \$400.0 million with a weighted average rate of 3.89% at December 31, 2015. As of December 31, 2016, four floating-to-fixed rate agreements totaling \$200.0 million with weighted average rate of 5.0% and final maturity in January 2017 have initial floating rates for one year, with floating rates of the three-month LIBOR rate minus 340 basis points. Thereafter, the rates are fixed for the remainder of the term, with interest rates ranging from 4.89% to 5.07%. As of December 31, 2016, three fixed rate non-callable securities sold under agreements to repurchase totaled \$150 million with a weighted average rate of 2.81%, compared to four fixed rate non-callable securities sold under agreements to repurchase totaling \$200 million with a weighted average rate of 2.78% as of December 31, 2015. The final maturity for the three fixed rate non-callable securities sold under agreements to repurchase is \$50.0 million in July 2017, \$50.0 million in June 2018, and \$50.0 million in July 2018.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

These transactions are accounted for as collateralized financing transactions and recorded at the amounts at which the securities were sold. The Company may have to provide additional collateral for the repurchase agreements, as necessary. The underlying collateral pledged for the repurchase agreements consists of U.S. Treasury securities, U.S. Government agency security, and mortgage-backed securities with a fair value of \$372.0 million as of December 31, 2016, and \$430.2 million as of December 31, 2015.

The table below provides comparative data for securities sold under agreements to repurchase for the years indicated:

	2016	2015	2014
	(Dollars in thousands)		
Average amount outstanding during the year ⁽¹⁾	\$ 381,967	\$ 400,822	\$ 629,315
Maximum amount outstanding at month-end ⁽²⁾	400,000	400,000	700,000
Balance, December 31	350,000	400,000	450,000
Rate, December 31	4.06%	3.89%	3.85%
Weighted average interest rate for the year	4.01%	3.95%	3.92%

⁽¹⁾ Average balances were computed using daily averages.

⁽²⁾ Highest month-end balances were January 2016, January 2015, and January 2014.

As of December 31, 2016, over-night borrowings from the FHLB were \$275.0 million at a rate of 0.55% compared to \$250.0 million at a rate of 0.27% at December 31, 2015. At December 31, 2016, \$75.0 million in advances from the FHLB were outstanding at a weighted average rate of 1.48% compared to \$25.0 million in advances outstanding at a weighted average rate of 1.13% at December 31, 2015. As of December 31, 2016, \$25.0 million will mature in March 2018 and \$50.0 million will mature in December 2019.

Other Liabilities. On November 23, 2004, the Company entered into an agreement with Mr. Dunson K. Cheng, pursuant to which he agreed to defer any bonus amounts in excess of \$225,000 for the year ended December 31, 2005, until the later of January 1 of the first year following his separation from service from the Company or the first day of the seventh month following his separation from service from the Company. Accordingly, an amount equal to \$610,000 was deferred in 2004 and was accrued in other liabilities in the consolidated balance sheet. The Company agreed to accrue interest on the deferred portion of the bonus at 7.0% per annum compounded quarterly. The deferred amount will be increased each quarter by the amount of interest computed for that quarter. On November 23, 2014, the interest rate was reset to 5.06% based on 275 basis points above the interest rate on the ten-year Treasury Note on that date. On March 13, 2014, the Compensation Committee of the Company awarded Mr. Cheng a cash bonus in the amount of \$300,000 for the quarter ended December 31, 2013, and provided as part of the award that payment of the bonus would be deferred until the later of January 1 of the first year following his separation from service from the Company or the first day of the seventh month following his separation from service from the Company. The Company accrues interest on the deferred bonus at 5.02% per annum compounded quarterly. Beginning on the fifth anniversary of the agreement, the interest rate will be reset at 350 basis points above the then prevailing interest rate on the five-year Treasury Note.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Interest of \$83,000 during 2016, \$79,000 during 2015, and \$93,000 during 2014 was accrued on the deferred bonuses. The balance was \$1.7 million at December 31, 2016, and \$1.6 million at December 31, 2015.

10. Capital Resources

Total equity was \$1.83 billion at December 31, 2016, an increase of \$80.8 million, or 4.6%, from \$1.75 billion at December 31, 2015, primarily due to increases in net income of \$175.1 million, and in other comprehensive income of \$4.7 million, proceeds from exercise of stock options of \$7.7 million, from dividend reinvestment of \$2.3 million which were offset by purchases of treasury stock of \$54.4 million and common stock cash dividends of \$59.3 million. The Company paid cash dividends of \$0.75 per common share in 2016 and \$0.56 per common share in 2015.

In August 2015, the Company resumed stock repurchases under the November 2007 repurchase program and repurchased the remaining 622,500 shares for \$18.1 million, or an average price of \$29.08 per share. Also, in August 2015, the Board of Directors approved a stock repurchase program for the Company to buy back up to two million shares of our common stock, and 1,366,750 shares were repurchased during 2015. In January and February of 2016, the Company repurchased the remaining 633,250 shares under the August 2015 repurchase program for \$17.0 million, or an average price of \$26.82 per share.

On February 1, 2016, the Board of Directors approved a new stock repurchase program to buy back up to \$45.0 million of our common stock. In 2016, the Company repurchased 1,380,578 shares for \$37.5 million, or \$27.13 per share under the February 2016 repurchase program. As of December 31, 2016, the Company may repurchase up to \$7.5 million of its common stock under the February 2016 repurchase program.

The U.S. Treasury received warrants to purchase common stock of 1,846,374 shares at an exercise price of \$20.96 as part of the Company's participation in the U.S. Treasury Troubled Asset Relief Program Capital Purchase Program. As a result of the anti-dilution adjustments under the warrant, the exercise price at December 31, 2016 has been adjusted to \$20.65 and the number of warrants increased by 1.5%. During 2016, 930,113 warrants were exercised on a cashless basis and 388,001 common shares were issued. At December 31, 2016, 943,345 warrants remain exercisable.

The Bancorp established three special purpose trusts in 2003 and two in 2007 for the purpose of issuing trust preferred securities to outside investors ("Capital Securities"). The trusts exist for the purpose of issuing the Capital Securities and investing the proceeds thereof, together with proceeds from the purchase of the common securities of the trusts by the Bancorp, in Junior Subordinated Notes issued by the Bancorp. Subject to some limitations, payment of distributions out of the monies held by the trusts and payments on liquidation of the trusts or the redemption of the Capital Securities are guaranteed by the Bancorp to the extent the trusts have funds on hand at such time. The obligations of the Bancorp under the guarantees and the Junior Subordinated Notes are subordinate and junior in right of payment to all indebtedness of the Bancorp and will be structurally subordinated to all liabilities and obligations of the Bancorp's subsidiaries. The Bancorp has the right to defer payments of interest on the Junior Subordinated Notes at any time or from time to time for a period of up to twenty consecutive quarterly periods with respect to each deferral period. Under the terms of the Junior Subordinated Notes, the Bancorp may not, with certain exceptions, declare or pay any dividends or distributions on its capital stock or purchase or acquire any of its capital stock if the Bancorp has deferred payment of interest on the Junior Subordinated Notes.

The five special purpose trusts are considered variable interest entities. Because the Bancorp is not the primary beneficiary of the trusts, the financial statements of the trusts are not included in the Consolidated Financial Statements of the Company. The Junior Subordinated Notes, all of which were issued before May 19, 2010, are currently included in the Tier 1 capital of the Bancorp for regulatory capital purposes. Under the Dodd-Frank Act, trust preferred securities issued before May 19, 2010 by the Bancorp and other bank holding companies with assets of less than \$15 billion as of December 31, 2019 continue to qualify for Tier 1 capital treatment. Interest expense, excluding impact of cash flow interest rate swaps entered into during June 2014, on the Junior Subordinated Notes was \$3.5 million for 2016, \$3.0 million for 2015, and \$2.9 million for 2014.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The table below summarizes the outstanding Junior Subordinated Notes issued by the Company to each trust as of December 31, 2016:

Trust Name	Issuance Date	Principal Balance of Notes	Not Redeemable Until	Stated Maturity	Annualized Coupon Rate	Current Interest Rate	Date of Rate Change	Payable/Distribution Date
				(Dollars in thousands)				
Cathay Capital Trust I	June 26, 2003	\$ 20,619	June 30, 2008	June 30, 2033	3-month LIBOR + 3.15%	4.15%	December 30, 2016	March 30 June 30 September 30 December 30
Cathay Statutory Trust I	September 17, 2003	20,619	September 17, 2008	September 17, 2033	3-month LIBOR + 3.00%	3.99%	December 19, 2016	March 17 June 17 September 17 December 17
Cathay Capital Trust II	December 30, 2003	12,887	March 30, 2009	March 30, 2034	3-month LIBOR + 2.90%	3.90%	December 30, 2016	March 30 June 30 September 30 December 30
Cathay Capital Trust III	March 28, 2007	46,392	June 15, 2012	June 15, 2037	3-month LIBOR + 1.48%	2.44%	December 15, 2016	March 15 June 15 September 15 December 15
Cathay Capital Trust IV	May 31, 2007	18,619	September 6, 2012	September 6, 2037	3-month LIBOR + 1.4%	2.35%	December 6, 2016	March 6 June 6 September 6 December 6
Total Junior Subordinated Notes.....		\$ 119,136						

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

11. Income Taxes

For the years ended December 31, 2016, 2015, and 2014, the current and deferred amounts of the income tax expense are summarized as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In thousands)		
Current:			
Federal	\$ 28,788	\$ 31,587	\$ 36,180
State	22,364	26,396	14,481
Total Current.....	\$ 51,152	\$ 57,983	\$ 50,661
Deferred:			
Federal	\$ 11,775	\$ 3,738	\$ 23,783
State	4,174	(1,734)	7,521
Total Deferred.....	\$ 15,949	\$ 2,004	\$ 31,304
Total income tax expense.....	\$ 67,101	\$ 59,987	\$ 81,965

Temporary differences between the amounts reported in the financial statements and the tax basis of assets and liabilities give rise to deferred taxes. Net deferred tax assets at December 31, 2016, and at December 31, 2015, are included in other assets in the accompanying Consolidated Balance Sheets and are as follows:

	As of December 31,	
	2016	2015
	(In thousands)	
Deferred Tax Assets		
Loan loss allowance, due to differences in computation of bad debts.....	\$ 51,192	\$ 59,639
Share-based compensation	4,729	7,513
Accrual for bonuses	6,095	4,984
Non-accrual interest	4,246	4,929
Accrual for litigation.....	-	3,209
Write-down on equity securities and venture capital investments	4,437	3,981
Depreciation and amortization	8,334	2,917
State tax	6,426	4,802
Unrealized loss on interest rate swaps.....	1,763	2,173
Unrealized loss on securities available-for-sale, net	1,121	3,940
Other, net	3,598	2,127
Gross deferred tax assets	91,941	100,214
Deferred Tax Liabilities		
Deferred loan costs	(8,695)	-
Investment in affordable housing partnerships.....	(2,659)	(1,444)
Basis difference in acquired assets.....	(4,841)	(4,947)
Dividends on Federal Home Loan Bank common stock.....	(1,322)	(1,322)
Other, net	(3,228)	(1,937)
Gross deferred tax liabilities	(20,745)	(9,650)
Net deferred tax assets	\$ 71,196	\$ 90,564

Amounts for the current year are based upon estimates and assumptions and could vary from amounts shown on the tax returns as filed.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not the Company will realize all benefits related to these deductible temporary differences.

The Company had income tax refunds receivables of \$14.6 million at December 31, 2016, and \$28.9 million at December 31, 2015. These income tax receivables are included in other assets in the accompanying Consolidated Balance Sheets.

At both December 31, 2016 and 2015, there were no unrecognized tax benefits. The Company's tax returns are open for audits by the Internal Revenue Service back to 2013 and by the California Franchise Tax Board back to 2012. It is reasonably possible that unrecognized tax benefits could change significantly over the next twelve months. The Company does not expect that any such changes would have a material impact on its annual effective tax rate.

Income tax expense results in effective tax rates that differ from the statutory Federal income tax rate for the years indicated as follows:

	Year Ended December 31,					
	2016		2015		2014	
	(Dollars in thousands)					
Tax provision at Federal statutory rate	\$ 84,770	35.0%	\$ 77,384	35.0%	\$ 76,928	35.0%
State income taxes, net of Federal income tax benefit	17,250	7.1	14,656	6.6	14,324	6.6
Low income housing and other tax credits	(37,901)	(15.6)	(30,986)	(14.0)	(10,014)	(4.6)
Non-deductible stock options expense	3,469	1.4	-	-	-	-
Other, net	(487)	(0.2)	(1,067)	(0.5)	727	0.3
Total income tax expense	\$ 67,101	27.7%	\$ 59,987	27.1%	\$ 81,965	37.3%

12. Stockholders' Equity and Earnings per Share

As a bank holding company, the Bancorp's ability to pay dividends will depend upon the dividends it receives from the Bank and on the income it may generate from any other activities in which it may engage, either directly or through other subsidiaries.

Under California banking law, the Bank may not, without regulatory approval, pay a cash dividend that exceeds the lesser of the Bank's retained earnings or its net income for the last three fiscal years, less any cash distributions made during that period. Under this regulation, the amount of retained earnings available for cash dividends to the Company immediately after December 31, 2016, is restricted to approximately \$178.2 million.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Activity in accumulated other comprehensive income, net of tax, and reclassification out of accumulated other comprehensive income for the years ended December 31, 2016, and 2015 was as follows:

	2016			2015		
	Pre-tax	Tax expense/ (Benefit)	Net-of-tax	Pre-tax	Tax expense/ (Benefit)	Net-of-tax
	(In thousands)					
Beginning balance, loss, net of tax						
Securities available-for-sale.....			\$ (5,431)			\$ (3,172)
Cash flow hedge derivatives.....			(2,995)			(2,397)
Total.....			<u>\$ (8,426)</u>			<u>\$ (5,569)</u>
Net unrealized (losses)/gains arising during the period						
Securities available-for-sale.....	\$ 11,603	\$ 4,878	\$ 6,725	\$ (7,247)	\$ (3,047)	\$ (4,200)
Cash flow hedge derivatives.....	1,423	598	825	(1,032)	(434)	(598)
Total.....	<u>13,026</u>	<u>5,476</u>	<u>7,550</u>	<u>(8,279)</u>	<u>(3,481)</u>	<u>(4,798)</u>
Reclassification adjustment for net losses/(gains) included in net income						
Securities available-for-sale.....	(4,898)	(2,059)	(2,839)	3,349	1,408	1,941
Cash flow hedge derivatives.....	-	-	-	-	-	-
Total.....	<u>(4,898)</u>	<u>(2,059)</u>	<u>(2,839)</u>	<u>3,349</u>	<u>1,408</u>	<u>1,941</u>
Total other comprehensive (loss)/income						
Securities available-for-sale.....	6,705	2,819	3,886	(3,898)	(1,639)	(2,259)
Cash flow hedge derivatives.....	1,423	598	825	(1,032)	(434)	(598)
Total.....	<u>\$ 8,128</u>	<u>\$ 3,417</u>	<u>\$ 4,711</u>	<u>\$ (4,930)</u>	<u>\$ (2,073)</u>	<u>\$ (2,857)</u>
Ending balance, loss, net of tax						
Securities available-for sale.....			\$ (1,545)			\$ (5,431)
Cash flow hedge derivatives.....			(2,170)			(2,995)
Total.....			<u>\$ (3,715)</u>			<u>\$ (8,426)</u>

The Board of Directors of the Bancorp is authorized to issue preferred stock in one or more series and to fix the voting powers, designations, preferences or other rights of the shares of each such class or series and the qualifications, limitations, and restrictions thereon. Any preferred stock issued by the Bancorp may rank prior to the Bancorp common stock as to dividend rights, liquidation preferences, or both, may have full or limited voting rights, and may be convertible into shares of the Bancorp common stock.

The following is the reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the years as indicated:

	2016			2015			2014		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(In thousands, except shares and per share data)								
Net income ..	\$ 175,099			\$ 161,109			\$ 137,830		
Basic EPS, income ..	\$ 175,099	79,153,762	\$ 2.21	\$ 161,109	80,563,577	\$ 2.00	\$ 137,830	79,661,571	\$ 1.73
Effect of dilutive stock options ..		775,500			731,219			445,324	
Diluted EPS, income ..	<u>\$ 175,099</u>	<u>79,929,262</u>	<u>\$ 2.19</u>	<u>\$ 161,109</u>	<u>81,294,796</u>	<u>\$ 1.98</u>	<u>\$ 137,830</u>	<u>80,106,895</u>	<u>\$ 1.72</u>

Options to purchase an additional 242,419 shares at December 31, 2016, and 988,569 shares at December 31, 2015, were not included in the computation of diluted earnings per share because their inclusion would have had an anti-dilutive effect.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

13. Commitments and Contingencies

Litigation. The Company is involved in various litigation concerning transactions entered into during the normal course of business. Management, after consultation with legal counsel, does not believe that the resolution of such litigation will have a material effect upon its consolidated financial condition, results of operations, or liquidity taken as a whole.

Lending. In the normal course of business, the Company becomes a party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit in the form of loans or through commercial or standby letters of credit and financial guarantees. Those instruments represent varying degrees of exposure to risk in excess of the amounts included in the accompanying Consolidated Balance Sheets. The contractual or notional amount of these instruments indicates a level of activity associated with a particular class of financial instrument and is not a reflection of the level of expected losses, if any.

The Company's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Unless noted otherwise, the Company does not require collateral or other security to support financial instruments with credit risk.

Financial instruments for which contract amounts represent the amount of credit risk include the following:

	As of December 31,	
	2016	2015
	(In thousands)	
Commitments to extend credit	\$ 2,062,241	\$ 1,971,848
Standby letters of credit	75,396	49,081
Commercial letters of credit	37,283	38,131
Bill of lading guarantees	75	454
Total	\$ 2,174,995	\$ 2,059,514

Commitments to extend credit are agreements to lend to a customer provided there is no violation of any condition established in the commitment agreement. These commitments generally have fixed expiration dates and are expected to expire without being drawn upon. The total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the borrowers.

As of December 31, 2016, the Company does not have fixed-rate or variable-rate commitments with characteristics similar to options, which provide the holder, for a premium paid at inception to the Company, the benefits of favorable movements in the price of an underlying asset or index with limited or no exposure to losses from unfavorable price movements.

As of December 31, 2016, commitments to extend credit of \$2.1 billion include commitments to fund fixed rate loans of \$75.7 million and adjustable rate loans of \$1.99 billion.

Commercial letters of credit and bill of lading guarantees are issued to facilitate domestic and foreign trade transactions while standby letters of credit are issued to make payments on behalf of customers if certain specified future events occur. The credit risk involved in issuing letters of credit and bill of lading guarantees is essentially the same as that involved in making loans to customers.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Leases. The Company is obligated under a number of operating leases for premises and equipment with terms ranging from one to 25 years, many of which provide for periodic adjustment of rentals based on changes in various economic indicators. Rental expense was \$10.2 million for 2016, \$9.3 million for 2015, and \$8.2 million for 2014. The following table shows future minimum payments under operating leases with terms in excess of one year as of December 31, 2016.

<u>Year Ending December 31,</u>	<u>Commitments</u> <u>(In thousands)</u>
2017	\$ 8,562
2018	7,047
2019	5,192
2020	3,488
2021	3,102
Thereafter	7,778
Total minimum lease payments	<u>\$ 35,169</u>

Rental income was \$0.4 million for 2016, \$0.3 million for 2015, and \$0.2 million for 2014. The following table shows future rental payments to be received under operating leases with terms in excess of one year as of December 31, 2016:

	<u>(In thousands)</u>
2017.....	\$ 260
2018.....	153
2019.....	73
2020.....	15
Thereafter	-
Total minimum lease payments to be received	<u>\$ 501</u>

14. Financial Derivatives

The Company does not speculate on the future direction of interest rates. However, the Company enters into financial derivatives in order to seek mitigation of exposure to interest rate risks related to its interest-earning assets and interest-bearing liabilities. These transactions, when properly structured and managed, may provide a hedge against inherent interest rate risk in assets or liabilities and against risk in specific transactions of the Company. In such instances, The Company may protect its position through the purchase or sale of interest rate futures contracts for a specific cash or interest rate risk position. Other hedging transactions may be implemented using interest rate swaps, interest rate caps, floors, financial futures, forward rate agreements, and options on futures or bonds. Prior to considering any hedging activities, the Company seeks to analyze the costs and benefits of the hedge in comparison to other viable alternative strategies. All hedges will require an assessment of basis risk and must be approved by the Bancorp or the Bank's Investment Committee.

The Company follows ASC Topic 815 that establishes accounting and reporting standards for financial derivatives, including certain financial derivatives embedded in other contracts, and hedging activities. It requires the recognition of all financial derivatives as assets or liabilities in the Company's consolidated balance sheet and measurement of those financial derivatives at fair value. The accounting treatment of changes in fair value is dependent upon whether or not a financial derivative is designated as a hedge and, if so, the type of hedge. Fair value is determined using third-party models with observable market data. For derivatives designated as cash flow hedges, changes in fair value are recognized in other comprehensive income and are reclassified to earnings when the hedged transaction is reflected in earnings. For derivatives designated as fair value hedges, changes in the fair value of the derivatives are reflected in current earnings, together with changes in the fair value of the related hedged item if there is a highly effective correlation between changes in the fair value of the interest rate swaps and changes in the fair value of the underlying asset or liability that is intended to be hedged. If there is not a highly effective correlation between changes in the fair value of the interest rate swap and changes in the fair value of the underlying asset or liability that is intended to be hedged, then only the changes in the fair value of the interest rate swaps are reflected in the Company's consolidated financial statements.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In May 2014, the Bancorp entered into five interest rate swap contracts in the notional amount of \$119.1 million for a period of ten years. The objective of these interest rate swap contracts, which were designated as hedging instruments in cash flow hedges, was to hedge the quarterly interest payments on the Bancorp's \$119.1 million of Junior Subordinated Debentures that had been issued to five trusts, throughout the ten-year period beginning in June 2014 and ending in June 2024, from the risk of variability of these payments resulting from changes in the three-month LIBOR interest rate. The Bancorp pays a weighted average fixed interest rate of 2.61% and receives a variable interest rate of the three-month LIBOR at a weighted average rate of 0.98%. As of December 31, 2016, the notional amount of cash flow interest rate swaps was \$119.1 million and their unrealized loss of \$2.2 million, net of taxes, was included in other comprehensive income compared to unrealized loss of \$3.0 million at December 31, 2015. For the year ended December 31, 2016, the periodic net settlement of interest rate swaps included in interest expense was \$2.3 million compared to \$2.8 million in 2015. As of December 31, 2016, and 2015, the ineffective portion of these interest rates swaps was not significant.

As of December 31, 2016, the Bank's outstanding interest rate swap contracts had a notional amount of \$361.5 million for various terms from two to eight years. The Bank entered into these interest rate swap contracts that are matched to individual fixed-rate commercial real estate loans in the Bank's loan portfolio. These contracts have been designated as hedging instruments to hedge the risk of changes in the fair value of the underlying commercial real estate loans due to changes in interest rates. The swap contracts are structured so that the notional amounts reduce over time to match the contractual amortization of the underlying loan and allow prepayments with the same pre-payment penalty amounts as the related loan. The Bank pays a weighted average fixed rate of 4.61% and receives a variable rate at the one month LIBOR rate plus a weighted average spread of 316 basis points, or at a weighted average rate of 3.82%. As of December 31, 2016, and 2015, the notional amount of fair value interest rate swaps was \$361.5 million and \$340.3 million, respectively, and their unrealized gain of \$938,000 and unrealized loss of \$1.3 million, respectively, were included in other non-interest income. The amount of periodic net settlement of interest rate swaps reducing interest income was \$3.6 million in 2016 compared to \$3.3 million in 2015. As of December 31, 2016, and 2015, the ineffective portion of these interest rate swaps was not significant.

Interest rate swap contracts involve the risk of dealing with institutional derivative counterparties and their ability to meet contractual terms. Institutional counterparties must have a strong credit profile and be approved by the Company's Board of Directors. The Company's credit exposure on interest rate swaps is limited to the net favorable value and interest payments of all swaps by each counterparty. Credit exposure may be reduced by the amount of collateral pledged by the counterparty. The Bancorp's interest rate swaps have been assigned by the counterparties to a derivatives clearing organization and daily margin is indirectly maintained with the derivatives clearing organization. Cash posted as collateral by the Bancorp related to derivative contracts totaled \$6.9 million as of December 31, 2016.

The Company enters into foreign exchange forward contracts with various counterparties to mitigate the risk of fluctuations in foreign currency exchange rates for foreign exchange certificates of deposit or foreign exchange contracts entered into with our clients. These contracts are not designated as hedging instruments and are recorded at fair value in our condensed consolidated balance sheets. Changes in the fair value of these contracts as well as the related foreign exchange certificates of deposit and foreign exchange contracts are recognized immediately in net income as a component of non-interest income. Period end gross positive fair values are recorded in other assets and gross negative fair values are recorded in other liabilities. At December 31, 2016, the notional amount of option contracts totaled 12.1 million with a net negative fair value of \$121,000. At December 31, 2016, spot, forward, and swap contracts in the total notional amount of \$82.4 million had a positive fair value of \$1.3 million. Spot, forward, and swap contracts in the total notional amount of \$89.5 million had a negative fair value of \$3.1 million at December 31, 2016. At December 31, 2015, the notional amount of option contracts totaled \$9.4 million with a net negative fair value of \$28,000. At December 31, 2015, spot, forward, and swap contracts in the total notional amount of \$100.6 million had a positive fair value of \$3.3 million. Spot, forward, and swap contracts in the total notional amount of \$115.4 million had a negative fair value of \$4.1 million at December 31, 2015.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

15. Fair Value Measurements

The Company adopted ASC Topic 820 on January 1, 2008, and determined the fair values of our financial instruments based on the following:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable prices in active markets for similar assets or liabilities; prices for identical or similar assets or liabilities in markets that are not active; directly observable market inputs for substantially the full term of the asset and liability; market inputs that are not directly observable but are derived from or corroborated by observable market data.
- Level 3 – Unobservable inputs based on the Company’s own judgments about the assumptions that a market participant would use.

The Company uses the following methodologies to measure the fair value of its financial assets and liabilities on a recurring basis:

Securities Available for Sale. For certain actively traded agency preferred stocks, mutual funds, U.S. Treasury securities, and other equity securities, the Company measures the fair value based on quoted market prices in active exchange markets at the reporting date, a Level 1 measurement. The Company also measures securities by using quoted market prices for similar securities or dealer quotes, a Level 2 measurement. This category generally includes U.S. Government agency securities, state and municipal securities, mortgage-backed securities (“MBS”), commercial MBS, collateralized mortgage obligations, asset-backed securities, corporate bonds and trust preferred securities.

Warrants. The Company measures the fair value of warrants based on unobservable inputs based on assumption and management judgment, a Level 3 measurement.

Currency Option Contracts and Foreign Exchange Contracts. The Company measures the fair value of currency option and foreign exchange contracts based on observable market rates on a recurring basis, a Level 2 measurement.

Interest Rate Swaps. The Company measures the fair value of interest rate swaps using third party models with observable market data, a Level 2 measurement.

The valuation techniques for the assets and liabilities valued on a nonrecurring basis are as follows:

Impaired Loans. The Company does not record loans at fair value on a recurring basis. However, from time to time, nonrecurring fair value adjustments to collateral dependent impaired loans are recorded based on either the current appraised value of the collateral, a Level 2 measurement, or management’s judgment and estimation of value reported on old appraisals which are then adjusted based on recent market trends, a Level 3 measurement.

Loans Held for Sale. The Company records loans held for sale at fair value based on quoted prices from third party sale analysis, existing sale agreements, or appraisal reports adjusted by sales commission assumption, a Level 3 measurement.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Goodwill. The Company completes “step one” of the impairment test by comparing the fair value of each reporting unit (as determined based on the discussion below) with the recorded book value (or “carrying amount”) of its net assets, with goodwill included in the computation of the carrying amount. If the fair value of a reporting unit exceeds its carrying amount, goodwill of that reporting unit is not considered impaired, and “step two” of the impairment test is not necessary. If the carrying amount of a reporting unit exceeds its fair value, step two of the impairment test is performed to determine the amount of impairment. Step two of the impairment test compares the carrying amount of the reporting unit’s goodwill to the “implied fair value” of that goodwill. The implied fair value of goodwill is computed by assuming all assets and liabilities of the reporting unit would be adjusted to the current fair value, with the offset as an adjustment to goodwill. This adjusted goodwill balance is the implied fair value used in step two. An impairment charge is then recognized for the amount by which the carrying amount of goodwill exceeds its implied fair value. In connection with the determination of fair value, certain data and information was utilized, including earnings forecasts at the reporting unit level for the next four years. Other key assumptions include terminal values based on future growth rates and discount rates for valuing the cash flows, which have inputs for the risk-free rate, market risk premium and adjustments to reflect inherent risk and required market returns. Because of the significance of unobservable inputs in the valuation of goodwill impairment, goodwill subject to nonrecurring fair value adjustments is classified as Level 3 measurement.

Core Deposit Intangibles. Core deposit intangibles is initially recorded at fair value based on a valuation of the core deposits acquired and is amortized over its estimated useful life, which range from 4 to 10 years, to its residual value in proportion to the economic benefits consumed. The Company assesses the recoverability of this intangible asset on a nonrecurring basis using the core deposits remaining at the assessment date and the fair value of cash flows expected to be generated from the core deposits, a Level 3 measurement. The weighted average amortization period and the remaining amortization is considered minor.

Other Real Estate Owned. Real estate acquired in the settlement of loans is initially recorded at fair value based on the appraised value of the property on the date of transfer, less estimated costs to sell, a Level 2 measurement. From time to time, nonrecurring fair value adjustments are made to other real estate owned based on the current updated appraised value of the property, also a Level 2 measurement, or management’s judgment and estimation of value reported on old appraisals which are then adjusted based on recent market trends, a Level 3 measurement.

Investments in Venture Capital. The Company periodically reviews for OTTI on a nonrecurring basis. Investments in venture capital were written down to their fair value based on available financial reports from venture capital partnerships and management’s judgment and estimation, a Level 3 measurement.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following tables present the Company’s hierarchy for its assets and liabilities measured at fair value on a recurring basis at December 31, 2016, and at December 31, 2015:

As of December 31, 2016	Fair Value Measurements Using			Total at Fair Value
	Level 1	Level 2	Level 3	
	(In thousands)			
Assets				
Securities available-for-sale				
U.S. Treasury securities	\$ 489,017	\$ -	\$ -	\$ 489,017
U.S. government sponsored entities	-	390,331	-	390,331
Mortgage-backed securities	-	336,260	-	336,260
Collateralized mortgage obligations.....	-	28	-	28
Corporate debt securities.....	-	74,350	-	74,350
Mutual funds	6,230	-	-	6,230
Preferred stock of government sponsored entities.....	7,308	-	-	7,308
Other equity securities	10,821	-	-	10,821
Total securities available-for-sale	513,376	800,969	-	1,314,345
Warrants.....	-	-	79	79
Interest rate swaps.....	-	938	-	938
Foreign exchange contracts.....	-	1,302	-	1,302
Total assets	\$ 513,376	\$ 803,209	\$ 79	\$ 1,316,664

Liabilities

Option contracts	\$ -	\$ 121	\$ -	\$ 121
Interest rate swaps.....	-	3,744	-	3,744
Foreign exchange contracts.....	-	3,132	-	3,132
Total liabilities	\$ -	\$ 6,997	\$ -	\$ 6,997

As of December 31, 2015

As of December 31, 2015	Fair Value Measurements Using			Total at Fair Value
	Level 1	Level 2	Level 3	
	(In thousands)			
Assets				
Securities available-for-sale				
U.S. Treasury securities	\$ 284,288	\$ -	\$ -	\$ 284,288
U.S. government sponsored entities	-	148,160	-	148,160
Mortgage-backed securities	-	1,062,269	-	1,062,269
Collateralized mortgage obligations.....	-	36	-	36
Corporate debt securities.....	-	73,855	-	73,855
Mutual funds	5,833	-	-	5,833
Preferred stock of government sponsored entities ⁽¹⁾	3,216	-	-	3,216
Other equity securities ⁽¹⁾	8,695	-	-	8,695
Total securities available-for-sale	302,032	1,284,320	-	1,586,352
Warrants.....	-	-	62	62
Foreign exchange contracts.....	-	3,339	-	3,339
Total assets	\$ 302,032	\$ 1,287,659	\$ 62	\$ 1,589,753

Liabilities

Option contracts	\$ -	\$ 28	\$ -	\$ 28
Interest rate swaps.....	-	6,496	-	6,496
Foreign exchange contracts.....	-	4,124	-	4,124
Total liabilities	\$ -	\$ 10,648	\$ -	\$ 10,648

(1) Preferred stock of government sponsored entities and other equity securities as of December 31, 2015 were reclassified as level 1 rather than level 2 as originally classified due to the availability of quoted prices in active markets.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

For financial assets measured at fair value on a nonrecurring basis that were still reflected in the balance sheet at December 31, 2016 and 2015, the following tables provide the level of valuation assumptions used to determine each adjustment and the carrying value of the related individual assets at December 31, 2016, and at December 31, 2015, and the total losses for the periods indicated:

	As of December 31, 2016				Total Losses/(Gains)	
	Fair Value Measurements Using			Total at	For the Twelve Months Ended	
	Level 1	Level 2	Level 3	Fair Value	December 31, 2016	December 31, 2015
	(In thousands)					
Assets						
Impaired loans by type:						
Commercial loans	\$ -	\$ -	\$ 2,813	\$ 2,813	\$ 322	\$ 806
Commercial mortgage loans	-	-	9,444	9,444	-	598
Residential mortgage and equity lines	-	-	11,679	11,679	-	146
Total impaired loans	-	-	23,936	23,936	322	1,550
Other real estate owned ⁽¹⁾	-	6,006	4,372	10,378	9	404
Investments in venture capital and private company stock	-	-	3,667	3,667	976	553
Total assets	\$ -	\$ 6,006	\$ 31,975	\$ 37,981	\$ 1,307	\$ 2,507

(1) Other real estate owned balance of \$20.1 million in the Consolidated Balance Sheets is net of estimated disposal costs.

	As of December 31, 2015				Total Losses/(Gains)	
	Fair Value Measurements Using			Total at	For the Twelve Months Ended	
	Level 1	Level 2	Level 3	Fair Value	December 31, 2015	December 31, 2014
	(In thousands)					
Assets						
Impaired loans by type:						
Commercial loans	\$ -	\$ -	\$ 6,317	\$ 6,317	\$ 806	\$ 17
Commercial mortgage loans	-	-	20,359	20,359	598	3,914
Residential mortgage and equity lines	-	-	13,009	13,009	146	27
Total impaired loans	-	-	39,685	39,685	1,550	3,958
Other real estate owned ⁽¹⁾	-	10,047	4,235	14,282	404	202
Investments in venture capital and private company stock	-	-	4,922	4,922	553	436
Total assets	\$ -	\$ 10,047	\$ 48,842	\$ 58,889	\$ 2,507	\$ 4,596

(1) Other real estate owned balance of \$24.7 million in the Consolidated Balance Sheets is net of estimated disposal costs.

The significant unobservable (Level 3) inputs used in the fair value measurement of collateral for collateral-dependent impaired loans was primarily based on the appraised value of collateral adjusted by estimated sales cost and commissions. The Company generally obtains new appraisal reports every six months. As the Company's primary objective in the event of default would be to monetize the collateral to settle the outstanding balance of the loan, less marketable collateral would receive a larger discount. During the reported periods, collateral discounts ranged from 55% in the case of accounts receivable collateral to 65% in the case of inventory collateral.

The significant unobservable inputs used in the fair value measurement of other real estate owned ("OREO") was primarily based on the appraised value of OREO adjusted by estimated sales cost and commissions.

The Company applies estimated sales cost and commission ranging from 3% to 6% of collateral value of impaired loans, quoted price or loan sale price of loans held for sale, and appraised value of OREOs.

The significant unobservable inputs in the Black-Scholes option pricing model for the fair value of warrants are the expected life of warrant ranging from 1 to 7 years, risk-free interest rate from 1.05% to 2.59%, and stock volatility of the Company from 11.1% to 14.8%.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

16. Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instruments.

Cash and Cash Equivalents. For cash and cash equivalents, the carrying amount was assumed to be a reasonable estimate of fair value, a Level 1 measurement.

Short-term Investments. For short-term investments, the carrying amount was assumed to be a reasonable estimate of fair value, a Level 1 measurement.

Securities. For securities, including securities held-to-maturity, available-for-sale and for trading, fair values were based on quoted market prices at the reporting date. If a quoted market price was not available, fair value was estimated using quoted market prices for similar securities or dealer quotes. For certain actively traded agency preferred stocks, U.S. Treasury securities, and other equity securities, the Company measures the fair value based on quoted market prices in active exchange markets at the reporting date, a Level 1 measurement. The Company also measures securities by using quoted market prices for similar securities or dealer quotes, a Level 2 measurement. This category generally includes U.S. Government agency securities, state and municipal securities, mortgage-backed securities (“MBS”), commercial MBS, collateralized mortgage obligations, asset-backed securities, and corporate bonds.

Loans held for sale. The Company records loans held for sale at fair value based on quoted price from third party sources, or appraisal reports adjusted by sales commission assumption, a Level 3 measurement.

Loans. Fair values were estimated for portfolios of loans with similar financial characteristics. Each loan category was further segmented into fixed and adjustable rate interest terms and by performing and non-performing categories.

The fair value of performing loans was calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan, a Level 3 measurement.

The fair value of impaired loans was calculated based on the net realizable fair value of the collateral or the observable market price of the most recent sale or quoted price from loans held for sale. The Company does not record loans at fair value on a recurring basis. Nonrecurring fair value adjustments to collateral dependent impaired loans are recorded based on the current appraised value of the collateral, a Level 2 measurement, or management’s judgment and estimation of value reported on old appraisals which are then adjusted based on recent market trends, a Level 3 measurement.

Deposit Liabilities. The fair value of demand deposits, savings accounts, and certain money market deposits was assumed to be the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit was estimated using the rates currently offered for deposits with similar remaining maturities, a Level 3 measurement.

Securities Sold under Agreements to Repurchase. The fair value of securities sold under agreements to repurchase is based on dealer quotes, a Level 2 measurement.

Advances from Federal Home Loan Bank. The fair value of the advances is based on quotes from the FHLB to settle the advances, a Level 2 measurement.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other Borrowings. This category includes borrowings from other financial institutions. The fair value of other borrowings is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk, a Level 3 measurement.

Long-term Debt. The fair value of long-term debt is estimated based on the quoted market prices or dealer quotes, a Level 2 measurement.

Currency Option and Foreign Exchange Contracts. The Company measures the fair value of currency option and foreign exchange contracts based on observable market rates, a Level 2 measurement.

Interest Rate Swaps. Fair value of interest rate swaps is derived from third party models with observable market data, a Level 2 measurement.

Off-Balance-Sheet Financial Instruments. The fair value of commitments to extend credit, standby letters of credit, and financial guarantees written were estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counter parties. The fair value of guarantees and letters of credit was based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counter parties at the reporting date. Off-balance-sheet financial instruments were valued based on the assumptions that a market participant would use, a Level 3 measurement.

Fair value was estimated in accordance with ASC Topic 825. Fair value estimates were made at specific points in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Bank's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Bank's financial instruments, fair value estimates were based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates were subjective in nature and involved uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Fair Value of Financial Instruments

	December 31, 2016		December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In thousands)			
Financial Assets				
Cash and due from banks	\$ 218,017	\$ 218,017	\$ 180,130	\$ 180,130
Short-term investments.....	967,067	967,067	536,880	536,880
Securities available-for-sale	1,314,345	1,314,345	1,586,352	1,586,352
Loans held for sale.....	7,500	7,500	6,676	6,676
Loans, net	11,077,315	11,006,344	10,016,227	9,938,810
Investment in Federal Home Loan Bank stock.....	17,250	17,250	17,250	17,250
Warrants	79	79	62	62
	Notional Amount	Fair Value	Notional Amount	Fair Value
Foreign exchange contracts	\$ 82,439	\$ 1,302	\$ 100,602	\$ 3,339
Interest rate swaps	361,526	938	-	-
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities				
Deposits	\$11,674,726	\$ 11,680,017	\$10,509,087	\$ 10,509,879
Securities sold under agreements to repurchase	350,000	351,989	400,000	413,417
Advances from Federal Home Loan Bank	350,000	350,062	275,000	274,488
Other borrowings	17,662	15,944	18,593	16,684
Long-term debt	119,136	63,169	119,136	58,420
	Notional Amount	Fair Value	Notional Amount	Fair Value
Option contracts.....	\$ 12,117	\$ 121	\$ 9,396	\$ 28
Foreign exchange contracts	89,545	3,132	115,418	4,124
Interest rate swaps	119,136	3,744	459,416	6,496
	Notional Amount	Fair Value	Notional Amount	Fair Value
Off-Balance Sheet Financial Instruments				
Commitments to extend credit	\$ 2,062,241	\$ (6,025)	\$ 1,971,848	\$ (5,570)
Standby letters of credit	75,396	(668)	49,081	(194)
Other letters of credit	37,283	(16)	38,131	(22)
Bill of lading guarantees	75	(0)	454	(1)

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following tables present the level in the fair value hierarchy for the estimated fair values of only financial instruments that are not already on the Consolidated Balance Sheets at fair value at December 31, 2016, and December 31, 2015.

	As of December 31, 2016			
	Estimated Fair Value Measurements	Level 1	Level 2	Level 3
	(In thousands)			
Financial Assets				
Cash and due from banks	\$ 218,017	\$ 218,017	\$ -	\$ -
Short-term investments	967,067	967,067	-	-
Securities available-for-sale	1,314,345	513,376	800,969	-
Loans held-for-sale	7,500	-	-	7,500
Loans, net	11,006,344	-	-	11,006,344
Investment in Federal Home Loan Bank stock	17,250	-	17,250	-
Warrants	79	-	-	79
Financial Liabilities				
Deposits	11,680,017	-	-	11,680,017
Securities sold under agreement to repurchase	351,989	-	351,989	-
Advances from Federal Home Loan Bank	350,062	-	350,062	-
Other borrowings	15,944	-	-	15,944
Long-term debt	63,169	-	63,169	-

	As of December 31, 2015			
	Estimated Fair Value Measurements	Level 1	Level 2	Level 3
	(In thousands)			
Financial Assets				
Cash and due from banks	\$ 180,130	\$ 180,130	\$ -	\$ -
Short-term investments	536,880	536,880	-	-
Securities available-for-sale ⁽¹⁾	1,586,352	302,032	1,284,320	-
Loans held-for-sale	6,676	-	-	6,676
Loans, net	9,938,810	-	-	9,938,810
Investment in Federal Home Loan Bank stock	17,250	-	17,250	-
Warrants	62	-	-	62
Financial Liabilities				
Deposits	10,509,879	-	-	10,509,879
Securities sold under agreement to repurchase	413,417	-	413,417	-
Advances from Federal Home Loan Bank	274,488	-	-	274,488
Other borrowings	16,684	-	-	16,684
Long-term debt	58,420	-	58,420	-

(1) Preferred stock of government sponsored entities and other equity securities as of December 31, 2015 were reclassified as level 1 rather than level 2 as originally classified due to the availability of quoted prices in active markets.

17. Employee Benefit Plans

Employee Stock Ownership Plan. Under the Company's Amended and Restated Cathay Bank Employee Stock Ownership Plan ("ESOP"), the Company can make annual contributions to a trust in the form of either cash or common stock of the Bancorp for the benefit of eligible employees. Employees are eligible to participate in the ESOP after completing two years of service for salaried full-time employees or 1,000 hours for each of two consecutive years for salaried part-time employees. The amount of the annual contribution is discretionary except that it must be sufficient to enable the trust to meet its current obligations. The Company also pays for the administration of this plan and of the trust. The Company has not made contributions to the trust since 2004 and does not expect to make any contributions in the future. Effective June 17, 2004, the ESOP was amended to provide the participants the election either to reinvest the dividends on the Company stock allocated to their accounts or to have these dividends distributed to the participant. The ESOP trust purchased 19,377 shares in 2016, 18,012 shares in 2015, and 11,887 shares in 2014, of the Bancorp's common stock at an aggregate cost of \$600,000 in 2016, \$541,000 in 2015, and \$301,902 in 2014. The distribution of benefits to participants totaled 103,367 shares in 2016, 107,202 shares in 2015, and 73,439 shares in 2014. As of December 31, 2016, the ESOP owned 918,360 shares, or 1.2%, of the Company's outstanding common stock.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

401(k) Plan. In 1997, the Board approved the Company's 401(k) Profit Sharing Plan, which began on March 1, 1997. Salaried employees who have completed three months of service and have attained the age of 21 are eligible to participate. Enrollment dates are on the first of each month. Participants may contribute up to 75% of their eligible compensation for the year but not to exceed the dollar limit set by the Internal Revenue Code. Participants may change their contribution election on the enrollment dates. The vesting schedule for the matching contribution is 0% for less than two years of service, 25% after two years of service and from then on, at an increment of 25% each year until 100% is vested after five years of service. Effective on October 1, 2014, the Company matches 100% on the first 4.0% of eligible compensation contributed per pay period by the participant, after one year of service. The Company's contribution amounted to \$2.1 million in 2016, \$2.0 million in 2015, and \$1.4 million in 2014. The Plan allows participants to withdraw all or part of their vested amount in the Plan due to certain financial hardship as set forth in the Internal Revenue Code and Treasury Regulations. Participants may also borrow up to 50% of the vested amount, with a maximum of \$50,000. The minimum loan amount is \$1,000.

18. Equity Incentive Plans

In 1998, the Board adopted the Cathay Bancorp, Inc. Equity Incentive Plan. Under the Equity Incentive Plan, as amended in September, 2003, directors and eligible employees may be granted incentive or non-statutory stock options and/or restricted stock units, or awarded non-vested stock, for up to 7,000,000 shares of the Company's common stock on a split adjusted basis. In May 2005, the stockholders of the Company approved the 2005 Incentive Plan. In May 2015, the stockholders of the Company approved, amendment, and restatement of the 2005 Incentive Plan which provides that 3,562,168 shares of the Company's common stock may be granted as incentive or non-statutory stock options, or as restricted stock, or as restricted stock units. As of December 31, 2016, the only options granted by the Company under the 2005 Incentive Plan, as amended and restated, were non-statutory stock options to selected bank officers and non-employee directors at exercise prices equal to the fair market value of a share of the Company's common stock on the date of grant. Such options have a maximum ten-year term and vest in 20% annual increments (subject to early termination in certain events) except certain options granted to Mr. Dunson K. Cheng in 2005 and 2008. If such options expire or terminate without having been exercised, any shares not purchased will again be available for future grants or awards. There were no options granted during the three years ended 2016. The Company expects to issue new shares to satisfy stock option exercises and the vesting of restricted stock units.

Cash received from exercises of stock options totaled \$7.7 million for 327,830 shares in 2016, \$5.0 million for 214,580 shares in 2015, and \$128,000 for 5,500 shares in 2014. Aggregate intrinsic value for options exercised was \$4.0 million in 2016 compared to \$2.0 million in 2015.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

A summary of stock option activity for 2016, 2015, and 2014 follows:

	<u>Shares</u>	<u>Weighted- Average Exercise Price</u>	<u>Weighted- Average Remaining Contractual Life (in years)</u>	<u>Aggregate Intrinsic Value (in thousands)</u>
Balance, December 31, 2013	2,812,874	31.81	1.9	\$ 2,119
Exercised	(5,500)	\$ 23.37		
Forfeited	(474,470)	29.28		
Balance, December 31, 2014	2,332,904	32.34	1.2	\$ 1,388
Exercised	(214,580)	\$ 23.37		
Forfeited	(1,087,154)	35.13		
Balance, December 31, 2015	1,031,170	31.27	0.9	\$ 3,268
Exercised	(327,830)	\$ 23.37		
Forfeited	(620,670)	36.50		
Balance, December 31, 2016	82,670	23.37	1.1	\$ 1,211
Exercisable, December 31, 2016.....	82,670	\$ 23.37	1.1	\$ 1,211

At December 31, 2016, 3,524,517 shares were available under the 2005 Incentive Plan for future grants.

In addition to stock options, the Company also grants restricted stock units to eligible employees which vest subject to continued employment at the vesting dates.

The Company granted restricted stock units for 88,693 shares at an average closing price of \$30.37 per share in 2016, 72,900 shares at an average closing price of \$28.11 per share in 2015, and for 17,601 shares at an average closing price of \$24.66 per share in 2014. The restricted stock units granted in 2014, 2013, and 2012 are scheduled to vest two years from grant date. The restricted stock units granted in 2015 and 2016 are scheduled to vest three years from grant date.

In December 2013, the Company granted performance share unit awards in which the number of units earned is calculated based on the relative total shareholder return (“TSR”) of the Company’s common stock as compared to the TSR of the KBW Regional Banking Index. In addition, the Company granted performance share unit awards in which the number of units earned is determined by comparison to the targeted EPS as defined in the award for the 2014 to 2016 period. In December 2016, in addition to TSR and EPS awards, the Company granted performance share unit awards in which the number of units earned is determined by comparison to the targeted return of assets ROA as defined in the award for December 2016. Performance TSR restricted stock units for 119,840 shares and performance EPS restricted stock units for 116,186 shares were granted to eight executive officers in 2013. In December 2014, the Company granted additional performance TSR restricted stock units for 60,456 shares and performance EPS restricted stock units for 57,642 shares were granted to seven executive officers. In December 2015, the Company granted additional performance TSR restricted stock units for 61,209 shares and performance EPS restricted stock units for 57,409 shares were granted to seven executive officers. In December 2016, the Company granted additional performance TSR restricted stock units for 30,319 shares, performance EPS restricted stock units for 58,241 shares, and performance ROA restricted stock units for 29,119 shares were granted to seven executive officers. Performance TSR, performance EPS, and performance ROA shares awarded are scheduled to vest three years from grant date.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents restricted stock unit activity for 2016, 2015, and 2014:

	Units
Balance at December 31, 2013	379,458
Granted	135,699
Vested	(122,832)
Cancelled or forfeited	(5,860)
Balance at December 31, 2014	386,465
Granted	191,518
Vested	(26,924)
Cancelled or forfeited	(8,684)
Balance at December 31, 2015	542,375
Granted	206,372
Vested	(13,780)
Cancelled or forfeited	(7,548)
Balance at December 31, 2016	727,419

All awards are deemed probable of issuance and the compensation expense recorded for restricted stock units was \$4.4 million in 2016, \$4.5 million in 2015, and \$3.8 million in 2014. Unrecognized stock-based compensation expense related to restricted stock units was \$10.0 million at December 31, 2016, and is expected to be recognized over the next 2.4 years.

The following table summarizes the tax benefit from options exercised:

	2016	2015	2014
	(In thousands)		
Short-fall of tax deductions in excess of grant-date fair value	\$ -	\$ (5,348)	\$ (1,285)
Benefit of tax deductions on grant-date fair value	-	6,485	1,292
Total benefit of tax deductions	\$ -	\$ 1,137	\$ 7

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

19. Condensed Financial Information of Cathay General Bancorp

The condensed financial information of the Bancorp as of December 31, 2016, and December 31, 2015, and for the years ended December 31, 2016, 2015, and 2014 is as follows:

Balance Sheets

	As of December 31,	
	2016	2015
(In thousands, except share and per share data)		
Assets		
Cash	\$ 34,596	\$ 5,048
Cash pledged as margin for interest rate swaps	6,895	7,936
Short-term certificates of deposit	325	24,324
Securities available for sale	18,129	11,911
Investment in bank subsidiaries	1,879,868	1,807,825
Investment in non-bank subsidiaries	5,448	5,979
Other assets	6,674	9,551
Total assets	<u>\$ 1,951,935</u>	<u>\$ 1,872,574</u>
Liabilities		
Junior subordinated debt	\$ 119,136	\$ 119,136
Other liabilities	4,260	5,660
Total liabilities	<u>123,396</u>	<u>124,796</u>
Commitments and contingencies.....	-	-
Stockholders' equity		
Common stock, \$0.01 par value, 100,000,000 shares authorized, 87,820,920 issued and 79,610,277 outstanding at December 31, 2016, and 87,002,931 issued and 80,806,116 outstanding at December 31, 2015	878	870
Additional paid-in-capital	895,480	880,822
Accumulated other comprehensive loss, net	(3,715)	(8,426)
Retained earnings	1,175,485	1,059,660
Treasury stock, at cost (8,210,643 shares at December 31, 2016, and 6,196,815 shares at December 31, 2015)	(239,589)	(185,148)
Total stockholders' equity	<u>1,828,539</u>	<u>1,747,778</u>
Total liabilities and stockholders' equity	<u>\$ 1,951,935</u>	<u>\$ 1,872,574</u>

Statements of Operations

	Year Ended December 31,		
	2016	2015	2014
(In thousands)			
Cash dividends from Cathay Bank	\$ 113,448	\$ 163,301	\$ 30,000
Cash dividends from GBC Venture Capital	950	-	-
Interest income	48	68	88
Interest expense	5,791	5,776	4,469
Non-interest (loss)/income	(488)	(1,858)	10,144
Non-interest expense.....	3,756	4,644	2,248
Income before income tax benefit	104,411	151,091	33,515
Income tax (benefit)/expense	(4,199)	(5,134)	1,478
Income before undistributed earnings of subsidiaries	108,610	156,225	32,037
Undistributed earnings of subsidiary	66,489	4,884	105,793
Net income	<u>\$ 175,099</u>	<u>\$ 161,109</u>	<u>\$ 137,830</u>

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Statements of Cash Flows

	Year Ended December 31,		
	2016	2015	2014
	(In thousands)		
Cash flows from Operating Activities			
Net income	\$ 175,099	\$ 161,109	\$ 137,830
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed earnings of subsidiaries	(67,770)	(4,884)	(105,793)
Dividends in excess of earnings of non-bank subsidiaries	1,281	-	-
Gains on sale of securities	-	-	(10,689)
Income associated with debt redemption	-	-	(555)
Write-downs on venture capital and other investments	503	468	432
Write-downs on impaired securities	206	-	264
Loss in fair value of warrants	(17)	-	3
Stock issued to directors as compensation	550	495	350
Excess tax short-fall from stock options	-	5,348	1,285
Net change in other assets	(1,136)	619	(3,445)
Net change in other liabilities	(756)	(5,438)	(1,294)
Net cash provided by operating activities	<u>107,960</u>	<u>157,717</u>	<u>18,388</u>
Cash flows from Investment Activities			
(Increase)/decrease in short-term investment	23,999	(1,121)	14,797
Proceeds from sale of available-for-sale securities	294	-	12,083
Purchase of available-for-sale securities	-	(410)	(7,920)
Venture capital and other investments	134	-	(590)
Acquisition, net of cash acquired	-	(57,006)	-
Net cash (used in)/provided by investment activities	<u>24,427</u>	<u>(58,537)</u>	<u>18,370</u>
Cash flows from Financing Activities			
Repayment of long-term debt	-	-	(1,445)
Cash dividends	(59,274)	(45,283)	(23,104)
Proceeds from shares issued under the Dividend Reinvestment Plan	2,277	4,175	2,848
Proceeds from exercise of stock options	7,661	5,014	128
Taxes paid related to net share settlement of RSUs	(103)	(227)	(850)
Excess tax short-fall from share-based payment arrangements	-	(5,348)	(1,285)
Purchase of treasury stock	(54,441)	(59,412)	-
Net cash used in financing activities	<u>(103,880)</u>	<u>(101,081)</u>	<u>(23,708)</u>
Increase/(Decrease) in cash and cash equivalents	28,507	(1,901)	13,050
Cash and cash equivalents, beginning of the year	12,984	14,885	1,835
Cash and cash equivalents, end of the year	<u>\$ 41,491</u>	<u>\$ 12,984</u>	<u>\$ 14,885</u>

20. Dividend Reinvestment Plan

The Company has a Dividend Reinvestment Plan which allows for participants' reinvestment of cash dividends and certain optional additional investments in the Bancorp's common stock. Shares issued under the plan and the consideration received were 72,231 shares for \$2.3 million in 2016, 148,582 shares for \$4.2 million in 2015, and 116,957 shares for \$2.8 million in 2014.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

21. Regulatory Matters

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can result in certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank’s financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank’s assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank’s capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

The Federal Deposit Insurance Corporation has established five capital ratio categories: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” and “critically undercapitalized.” A well capitalized institution must have a common equity tier 1 capital ratio equal to or greater than 6.5%, a Tier 1 risk-based capital ratio equal to or greater than 8%, a total risk-based capital ratio equal to or greater than 10%, and a Tier 1 leverage capital ratio equal to or greater than 5%. At December 31, 2016 and 2015, the Bank qualified as well capitalized under the regulatory framework for prompt corrective action.

The Bancorp’s and the Bank’s capital and leverage ratios as of December 31, 2016, and December 31, 2015, are presented in the tables below:

(Dollars in thousands)	Cathay General Bancorp				Cathay Bank			
	December 31, 2016		December 31, 2015		December 31, 2016		December 31, 2015	
	Balance	%	Balance	%	Balance	%	Balance	%
Common equity Tier 1 capital (to risk-weighted assets)	\$ 1,459,351	12.84	\$ 1,383,377	12.95	\$ 1,515,096	13.35	\$ 1,443,159	13.54
Common equity Tier 1 capital minimum requirement	511,590	4.50	480,830	4.50	510,582	4.50	479,801	4.50
Excess	\$ 947,761	8.34	\$ 902,547	8.45	\$ 1,004,514	8.85	\$ 963,358	9.04
Tier 1 capital (to risk-weighted assets)	\$ 1,574,806	13.85	\$ 1,498,810	14.03	\$ 1,515,096	13.35	\$ 1,443,159	13.54
Tier 1 capital minimum requirement	682,120	6.00	641,107	6.00	680,776	6.00	639,735	6.00
Excess	\$ 892,686	7.85	\$ 857,703	8.03	\$ 834,320	7.35	\$ 803,424	7.54
Total capital (to risk-weighted assets)	\$ 1,702,144	14.97	\$ 1,634,631	15.30	\$ 1,637,286	14.43	\$ 1,576,525	14.79
Total capital minimum requirement	909,493	8.00	854,809	8.00	907,701	8.00	852,980	8.00
Excess	\$ 792,651	6.97	\$ 779,822	7.30	\$ 729,585	6.43	\$ 723,545	6.79
Tier 1 capital (to average assets) – Leverage ratio.	\$ 1,574,806	11.57	\$ 1,498,810	11.95	\$ 1,515,096	11.16	\$ 1,443,159	11.53
Minimum leverage requirement	544,614	4.00	501,875	4.00	543,059	4.00	500,455	4.00
Excess	\$ 1,030,192	7.57	\$ 996,935	7.95	\$ 972,037	7.16	\$ 942,704	7.53
Risk-weighted assets	\$ 11,368,663		\$ 10,685,115		\$ 11,346,260		\$ 10,662,248	
Total average assets ⁽¹⁾	\$ 13,615,348		\$ 12,546,879		\$ 13,576,477		\$ 12,511,382	

⁽¹⁾ The quarterly total average assets reflect all debt securities at amortized cost, equity security with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

22. Balance Sheet Offsetting

Certain financial instruments, including resell and repurchase agreements, securities lending arrangements and derivatives, may be eligible for offset in the consolidated balance sheet and/or subject to master netting arrangements or similar agreements. The Company’s securities sold with agreements to repurchase and derivative transactions with upstream financial institution counter parties are generally executed under International Swaps and Derivative Association master agreements which include “right of set-off” provisions. In such cases, there is generally a legally enforceable right to offset recognized amounts and there may be an intention to settle such amounts on a net basis. Nonetheless, the Company does not generally offset such financial instruments for financial reporting purposes.

Financial instruments that are eligible for offset in the condensed consolidated balance sheets, as of December 31, 2016, and December 31, 2015, are presented in the following tables:

	Gross Amounts Recognized	Gross Amounts Offset in the Balance Sheet	Net Amounts Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet		
				Financial Instruments	Collateral Posted	Net Amount
December 31, 2016						
			(In thousands)			
Assets:						
Derivatives	\$ 938	\$ -	\$ 938	\$ -	\$ -	\$ 938
Liabilities:						
Securities sold under agreements to repurchase	\$ 350,000	\$ -	\$ 350,000	\$ -	\$ (350,000)	\$ -
Derivatives	\$ 3,744	\$ -	\$ 3,744	\$ -	\$ (3,744)	\$ -
December 31, 2015						
Liabilities:						
Securities sold under agreements to repurchase	\$ 400,000	\$ -	\$ 400,000	\$ -	\$ (400,000)	\$ -
Derivatives	\$ 6,496	\$ -	\$ 6,496	\$ -	\$ (6,496)	\$ -

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

23. Quarterly Results of Operations (Unaudited)

The following table sets forth selected unaudited quarterly financial data:

	Summary of Operations							
	2016				2015			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
	(In thousands, except per share data)							
Interest income	\$ 130,668	\$ 124,155	\$ 121,902	\$ 122,345	\$ 119,519	\$ 116,867	\$ 112,386	\$ 104,934
Interest expense	20,766	20,331	20,126	19,977	20,103	19,221	17,632	17,008
Net interest income	109,902	103,824	101,776	102,368	99,416	97,646	94,754	87,926
Reversal for credit losses	-	-	(5,150)	(10,500)	(3,000)	(1,250)	(2,150)	(5,000)
Net-interest income after reversal for loan losses	109,902	103,824	106,926	112,868	102,416	98,896	96,904	92,926
Non-interest income	7,961	8,811	9,057	7,541	9,350	9,156	5,619	8,549
Non-interest expense	53,503	50,737	68,879	51,571	53,533	57,471	47,585	44,131
Income before income tax expense	64,360	61,898	47,104	68,838	58,233	50,581	54,938	57,344
Income tax expense	16,345	15,808	12,273	22,675	16,787	12,098	9,738	21,364
Net income	<u>\$ 48,015</u>	<u>\$ 46,090</u>	<u>\$ 34,831</u>	<u>\$ 46,163</u>	<u>\$ 41,446</u>	<u>\$ 38,483</u>	<u>\$ 45,200</u>	<u>\$ 35,980</u>
Net income per common share								
Basic	\$ 0.61	\$ 0.58	\$ 0.44	\$ 0.58	\$ 0.51	\$ 0.47	\$ 0.57	\$ 0.45
Diluted	\$ 0.60	\$ 0.58	\$ 0.44	\$ 0.57	\$ 0.51	\$ 0.47	\$ 0.56	\$ 0.45

24. Subsequent Events

Dividend Declared

On February 16, 2017, the Company's Board declared first quarter 2017 dividends for the Company's common stock. The common stock cash dividend of \$0.21 per share will be paid on March 10, 2017 to stockholders of record on March 1, 2017.

The Company has evaluated the effect of events that have occurred subsequent to December 31, 2016 through the date of issuance of the Consolidated Financial Statements, and there have been no material events that would require recognition in the Consolidated Financial Statements or disclosure in the notes to the Consolidated Financial Statements.

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825 E. Valley Blvd.
San Gabriel, CA 91776
T 626 573 1000
F 626 573 0983

Torrance

23211 Hawthorne Blvd.
Ste. 108
Torrance, CA 90505
T 310 373 9070
F 424 212 5091

Valley (Stoneman)

43 E. Valley Blvd.
Alhambra, CA 91801
T 626 576 7600
F 626 576 5831

West Covina

2672 E. Garvey Ave. S.
West Covina, CA 91791
T 626 646 1156
F 626 430 3077

Westminster

9121 Bolsa Ave.
Westminster, CA 92683
T 714 890 7118
F 714 892 8420

Northern California**Cupertino**

10480 S. De Anza Blvd.
Cupertino, CA 95014
T 408 255 8300
F 408 255 8373

Dublin

7190 Regional St.
Dublin, CA 94568
T 925 551 8300
F 925 551 8310

Millbrae

1095 El Camino Real
Millbrae, CA 94030
T 650 652 0188
F 650 652 0180

Milpitas

1759 N. Milpitas Blvd.
Milpitas, CA 95035
T 408 262 0280
F 408 262 0780

Oakland

710 Webster St.
Oakland, CA 94607
T 510 208 3700
F 510 208 3727

Richmond

3288 Pierce St.
Ste. D-101
Richmond, CA 94804
T 510 526 8898
F 510 526 0639

Sacramento

4970 Freepoint Blvd.
Sacramento, CA 95822
T 916 428 4890
F 916 428 4966

San Francisco

540 Montgomery St.
San Francisco, CA 94111
T 415 398 3122
F 415 398 3117

San Francisco (Clement)

919 Clement St.
San Francisco, CA 94118
T 415 831 1288
F 415 422 0917

San Jose

2010 Tully Rd.
San Jose, CA 95122
T 408 238 8880
F 408 238 2302

San Jose (Brokaw)

1708 Oakland Rd.
Ste. 400
San Jose, CA 95131
T 408 437 6188
F 408 437 6180

Union City

1701 Decoto Rd.
Union City, CA 94587
T 510 675 9190
F 510 675 9312

New York**Bensonhurst**

6912 18th Ave.
Brooklyn, NY 11204
T 718 306 5355
F 718 256 3605

Brooklyn

5402 8th Ave.
Brooklyn, NY 11220
T 718 435 0800
F 718 633 0128

Chatham Square

16-18 E. Broadway
New York, NY 10002
T 212 941 8500
F 212 941 8493

Elmhurst

82-62 Broadway
Elmhurst, NY 11373
T 718 446 9700
F 718 446 8707

Flushing

40-14 Main St.
Flushing, NY 11354
T 718 886 5225
F 718 961 7680

Flushing (North)

36-54 Main St.
Flushing, NY 11354
T 718 683 3800
F 718 460 4509

Flushing (South)

41-48 Main St.
Flushing, NY 11355
T 718 886 7500
F 718 886 6938

Flushing Roosevelt

135-34 Roosevelt Ave.
Flushing, NY 11354
T 718 961 9700
F 718 961 6721

Midtown

235 5th Ave.
New York, NY 10016
T 212 725 3800
F 212 683 7822

New York Chinatown

45 E. Broadway
New York, NY 10002
T 212 732 0200
F 212 732 7389

New York Chinatown

Park Row
23 Chatham Square
New York, NY 10038
T 212 693 9700
F 212 693 9707

Soho

129 Lafayette St.
New York, NY 10013
T 646 307 8300
F 646 613 8025

Illinois**Broadway**

5000 N. Broadway
Chicago, IL 60640
T 773 561 2300
F 773 561 3003

Chicago Chinatown

222 W. Cermak Rd.
Chicago, IL 60616
T 312 225 5991
F 312 225 2627

Westmont

665 Pasquinielli Dr.
#B104
Westmont, IL 60559
T 630 325 7988
F 630 325 7442

Washington**Bellevue**

13238 NE 20th St.
Ste. 200
Bellevue, WA 98005
T 425 644 8822
F 425 644 6818

Kent

18030 E. Valley Hwy.
Kent, WA 98032
T 425 656 0278
F 425 656 0687

Seattle

621 S. Lane St.
Seattle, WA 98104
T 206 223 2890
F 206 223 3735

Texas**Houston**

9440 Bellaire Blvd.
Ste. 118
Houston, TX 77036
T 713 278 9599
F 713 278 9699

Plano

4100 Legacy Dr.
Ste. 403
Plano, TX 75024
T 972 618 2000
F 972 618 7345

Massachusetts**Boston Main**

621 Washington St.
Boston, MA 02111
T 617 338 4700
F 617 338 1674

Nevada**Las Vegas**

6110 Spring Mountain Rd.
Las Vegas, NV 89146
T 702 453 8889
F 702 263 8889

New Jersey**Edison**

1775 Route 27
Edison, NJ 08817
T 732 985 8880
F 732 985 6689

Maryland**Rockville**

650 Hungerford Dr.
(Route 355)
Rockville, MD 20850
T 301 738 9700
F 301 738 9923

Overseas Branch**Hong Kong**

503 Central Tower
No. 28 Queen's Rd.
Central, Hong Kong
T 852 3710 1333
F 852 2810 1652

Overseas**Representative Offices****Shanghai**

RM 1806, JingAn
Kerry Center, Tower 1
1515 Nanjing West Rd.
Shanghai, 200040
People's Republic of China
T 86 21 5298 5656
F 86 21 5298 6161

Taipei

146 Sung Chiang Rd.
6/F, Ste. 3
Taipei, Taiwan
T 886 2 2537 5057
F 886 2 2537 5059

Registrar and**Transfer Agent****American Stock Transfer****and Trust Company, LLC**

6201 15th Ave.
Brooklyn, NY 11219
T 800 937 5449

Forward-Looking Statements

Our annual report includes forward-looking statements within the meaning of the applicable provisions of the Private Securities Litigation Reform Act of 1995 regarding management's beliefs, projections, and assumptions concerning future results and events. We intend such forward-looking statements to be covered by the safe harbor for forward-looking statements in these provisions. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws. Words such as "aims," "anticipates," "believes," "can," "continue," "could," "estimates," "expects," "hopes," "intends," "may," "optimistic," "plans," "predicts," "possible," "potential," "projects," "seeks," "shall," "should," "will," and variations of these words and similar expressions are intended to identify these forward-looking statements. Forward-looking statements by us are based on estimates, beliefs, projections, and assumptions of management and are not guarantees of future performance. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. These and other factors are described in our Annual Report on Form 10-K (at Item 1A in particular) for the year ended December 31, 2016, which with a more detailed disclaimer under the caption "Forward-Looking Statements" is included with this annual report; in other reports filed with the Securities and Exchange Commission (the "SEC"); and in other filings we make with the SEC from time to time. Given these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements, which speak to the date of this annual report. We have no intention and undertake no obligation to update any forward-looking statements or to publicly announce any revision of any forward-looking statements to reflect future developments or events, except as required by law.

Cathay General Bancorp's Annual Report on Form 10-K for the year ended December 31, 2016, and other filings with the SEC are available at the website maintained by the SEC at <http://www.sec.gov>, or by request directed to Cathay General Bancorp, 9650 Flair Drive, El Monte, California 91731, Attention: Investor Relations, (626) 279-3286.

These reports and filings are also available at <http://www.cathaygeneralbancorp.com>. The information contained on the websites at Cathay General Bancorp and Cathay Bank is not part of this Annual Report.

Cathay Bank, Member FDIC, is an Equal Housing Lender.

FDIC insurance coverage is limited to deposit accounts at Cathay Bank's U.S. domestic branch locations.

Non-Deposit Investment Products are NOT A DEPOSIT | NOT FDIC INSURED | NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY | NO BANK GUARANTEE | MAY LOSE VALUE.



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