

AMENDED AND RESTATED BYLAWS
OF
PREFERRED BANK
A CALIFORNIA BANKING CORPORATION

ARTICLE I

OFFICES

Section 1.1 PRINCIPAL EXECUTIVE OFFICE.

The principal executive office of the corporation shall be located at such place within the State of California as the Board of Directors shall from time to time determine.

Section 1.2 OTHER OFFICES.

Other offices may at any time be established by the Board of Directors, subject to the approval of the California Department of Financial Institutions, at any place or places where the corporation is qualified to do business.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 2.1 PLACE OF MEETINGS.

All meetings of shareholders shall be held at the principal administrative office of the corporation or at any other place within the State of California which may be designated by the Board of Directors in accordance with these Amended and Restated Bylaws.

Section 2.2 ANNUAL MEETINGS.

The annual meeting of the shareholders shall be held each year at a date and time fixed in accordance with these Amended and Restated Bylaws. The Board of Directors by resolution shall designate the time, place and date (which shall be no more than fifteen (15) months after the date of the last annual meeting) of the annual meeting of the shareholders for the election of directors and the transaction of any other proper business.

Section 2.3 SPECIAL MEETINGS.

Special meetings of the shareholders, for the purpose of taking any action which is within the powers of the shareholders, may be called at any time by the Chairman of the Board, the Chief Executive Officer, the President, the Board of Directors, or the holders of shares entitled to cast not less than ten percent (10%) of the votes at the meeting.

Section 2.4 NOTICE OF MEETINGS OF SHAREHOLDERS.

(a) Written notice of each meeting of shareholders, whether annual or special, shall be given to each shareholder entitled to vote thereat, either personally or by mail, or if the corporation shall have outstanding shares held of record by 500 or more persons (determined as provided in Section 605 of the California Corporations Code) on the record date for the shareholders' meeting notice may be sent by third class mail, or other means of written communication, charges prepaid, addressed to such shareholder at the address of such shareholder appearing on the books of the corporation or given by such shareholder to the corporation for the purpose of notice.

(b) If any notice addressed to the shareholder at the address of such shareholder appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the shareholder at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the shareholder upon written demand of the shareholder at the principal administrative office of the corporation for a period of one year from the date of the giving of the notice to all other shareholders. If no address appears on the books of the corporation or is given by the shareholder to the corporation for the purpose of notice, notice shall be deemed to have been given to such shareholder if sent by mail or other means of written communication addressed to the place where the principal administrative office of the corporation is located, or if published at least once in a newspaper of general circulation in the county in which the principal administrative office is located.

(c) All such notices shall be given not less than ten (10) days (or, if sent by third class mail, (30) days) nor more than sixty (60) days before the meeting to each shareholder entitled to vote thereat. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of mailing of any such notice in accordance with the foregoing provisions, executed by the Secretary, Assistant Secretary or any transfer agent of the corporation, shall be prima facie evidence of the giving of the notice.

(d) All such notices shall state the place, date and hour of such meeting. In the case of a special meeting, such notice shall also state the general nature of the business to be transacted at such meeting, and no other business may be transacted thereat. In the case of an annual meeting, such notice shall also state those matters which the board of directors at the time of the mailing of the notice intends to present for action by the shareholders, but, subject to the provisions of Section 601(f) of the California Corporations Code, any proper matter may be presented at the meeting for such action.

(e) The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by management for election.

(f) Upon request in writing that a special meeting of shareholders be called for any proper purpose, directed to the Chairman of the Board of Directors, Chief Executive Officer, President, Vice President or Secretary by any person (other than the Board of Directors)

entitled to call a special meeting of shareholders, the officer forthwith shall cause notice to be given to the shareholders entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting, not less than thirty-five (35) nor more than sixty (60) days after receipt of the request.

Section 2.5 QUORUM; ACTION AT MEETINGS.

(a) The presence at any meeting, in person or by proxy, of the holders of a majority of the shares entitled to vote at such meeting shall constitute a quorum for the transaction of business at a meeting of the shareholders.

(b) Except as provided in subdivision (c) of this section, the affirmative vote of a majority of the shares represented, in person or by proxy, and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum) shall be the act of the shareholders, unless the vote of a greater number is required by law or the Amended and Restated Articles of Incorporation.

(c) Shareholders present at a valid meeting at which a quorum is initially present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment or as otherwise provided in the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws) is approved by at least a majority of the shares required to constitute a quorum.

Section 2.6 ADJOURNED MEETINGS AND NOTICE THEREOF.

(a) Any annual or special shareholders' meeting may be adjourned from time to time, even though a quorum is not present, by the affirmative vote of the holders of a majority of the shares present at the meeting, either in person or by proxy, provided that in the absence of a quorum, no other business may be transacted at any such meeting, except as provided in Section 2.5 of this Article II.

(b) When a shareholders' meeting is adjourned to another time or place, except as provided in this subsection (b), notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than forty-five (45) days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 2.7 VOTING RIGHTS OF SHARES AND SHAREHOLDERS.

(a) Except as may be otherwise provided in the Amended and Restated Articles of Incorporation, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders.

(b) Any holder of shares entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against

the proposal, other than elections to office; but, if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.8 RECORD DATE.

(a) In order that the corporation may determine the shareholders entitled to notice of, or to vote at, any meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting nor more than sixty (60) days prior to any other action.

(b) If no record date is fixed:

(i) The record date for determining shareholders entitled to notice of, or to vote at, a meeting of shareholders shall be at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

(ii) The record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

(c) A determination of shareholders of record entitled to notice of, or to vote at, a meeting of shareholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, but the Board of Directors shall fix a new record date if the meeting is adjourned for more than forty-five (45) days from the date set for the original meeting.

(d) Only shareholders of record at the close of business on the record date are entitled to notice of, and to vote at, at meeting of shareholders, or to receive a dividend, distribution or allotment of rights or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date.

Section 2.9 ELECTION OF DIRECTORS.

(a) Shareholders shall not be permitted to cumulate their votes for the election of directors.

(b) Voting may be by voice or ballot, provided that any election of directors must be by ballot upon the demand of any shareholder made at the meeting and before the voting begins.

(c) In any election of directors, the candidates receiving the highest number of votes of the shares entitled to be voted for them up to the number of directors of each class to be elected by such shares are elected as directors. If, at any meeting of shareholders, due to a

vacancy or vacancies or otherwise, directors of more than one class of the Board of Directors are to be elected, each class of directors to be elected at the meeting shall be elected in a separate election.

Section 2.10 ACTION WITHOUT A MEETING.

Except as may be otherwise provided in the Amended and Restated Articles of Incorporation, no action by written consent of shareholders without a meeting shall be permitted and no such action by written consent shall be valid as approval of any matter by the shareholders.

Section 2.11 WAIVER OF NOTICE AND CONSENT OF ABSENTEES.

(a) The transactions of any meeting of shareholders, either annual or special, however called and noticed, and wherever held, are as valid as though they had taken place at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof.

(b) All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of, and presence at, such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by Section 2.4 of these Amended and Restated Bylaws or Section 601(f) of the California Corporations Code to be included in the notice but not so included, if such objection is expressly made at the meeting; *provided, however*, that any person making such objection at the beginning of the meeting or to the consideration of matters required to be but not included in the notice may orally withdraw such objection at the meeting or thereafter waive such objection by signing a written waiver thereof or a consent to the holding of the meeting or the consideration of the matter or an approval of the minutes of the meeting.

(c) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 601(f) of the California Corporations Code.

Section 2.12 PROXIES.

(a) Every person entitled to vote shares may authorize another person or persons to act by proxy with respect to such vote. Any proxy purporting to be executed in accordance with the provisions of this Section 2.12 shall be presumptively valid.

(b) No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in Section 705 of the California Corporations Code. Such revocation may be

effected by (i) a writing delivered to the corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by the person executing the proxy, or (iii) by attendance at a meeting and voting in person by the person executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed.

(c) A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted, written notice of such death or incapacity is received by the corporation.

(d) A proxy which states that it is irrevocable for the period specified therein shall be subject to the provisions of subdivisions (e) and (f) of Section 705 of the California Corporations Code.

Section 2.13 INSPECTORS OF ELECTION.

(a) In advance of any meeting of shareholders, the Board of Directors may appoint any persons as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election are not so appointed, or if any person so appointed fails to appear or refuses to act, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares represented in person or by proxy shall determine whether one or three inspectors are to be appointed.

(b) The inspectors of election shall (i) determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies, (ii) receive votes or ballots, (iii) hear and determine all challenges and questions in any way arising in connection with the right to vote, (iv) count and tabulate all votes, determine when the polls shall close, (v) determine the result and (vi) do such acts as may be proper to conduct the election or vote with fairness to all shareholders.

(c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

Section 2.14 ADVANCE NOTICE OF SHAREHOLDER NOMINEES FOR DIRECTOR AND OTHER SHAREHOLDER PROPOSALS.

(a) Annual Meeting of Shareholders.

(i) Nominations of individuals for election to the Board of Directors and the proposal of other business to be considered by the shareholders may be made at an annual meeting of shareholders (1) pursuant to the corporation's notice of meeting, (2) by or at the direction of the Board of Directors or (3) by any shareholder of the

corporation who was a shareholder of record both at the time of giving of notice by the shareholder as provided for in this Section 2.14(a) and at the time of the annual meeting, who is entitled to vote at the meeting and who has complied with this Section 2.14(a).

(ii) For nominations or other business to be properly brought before an annual meeting by a shareholder pursuant to clause (3) of paragraph (a)(i) of this Section 2.14(a), the shareholder must have given timely notice thereof in writing to the Secretary of the corporation and such other business must otherwise be a proper matter for action by the shareholders. To be timely, a shareholder's notice shall set forth all information required under this Section 2.14(a) and shall be delivered to the Secretary at the principal executive office of the corporation not earlier than the 90th day and not later than 5:00 p.m., Pacific Time, on the 60th day prior to the first anniversary of the date of mailing of the notice for the preceding year's annual meeting; *provided, however*, that in the event that the date of the mailing of the notice for the annual meeting is advanced or delayed by more than 30 days from the first anniversary of the date of mailing of the notice for the preceding year's annual meeting, notice by the shareholder to be timely must be so delivered not earlier than the 90th day prior to the date of mailing of the notice for such annual meeting and not later than 5:00 p.m., Pacific Time, on the later of the 60th day prior to the date of mailing of the notice for such annual meeting or the tenth day following the day on which public announcement of the date of mailing of the notice for such meeting is first made. The public announcement of a postponement or adjournment of an annual meeting shall not commence a new time period for the giving of a shareholder's notice as described above.

(iii) Such shareholder's notice shall set forth (1) as to each person whom the shareholder proposes to nominate for election or re-election as a director, (A) the name, age, business address and residence address of each such person; (B) the principal occupation or employment of each such person; (C) the class and number of shares of capital stock of the corporation beneficially owned by each such person; and (D) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including without limitation such persons' written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (2) as to the shareholder giving the notice, (A) the name and address, as they appear on the corporation's books, of such shareholder and (B) the class and number of shares of capital stock of the corporation beneficially owned by such shareholder.

(iv) Such shareholder's notice, as to any other business that the shareholder proposes to bring before the meeting, shall set forth with particularity (1) the name and address of the shareholder submitting such proposal and all persons acting in concert with such shareholder; (2) the name and address of the persons identified in clause (1), as they appear on the corporation's books (if they so appear); (3) the class and number of shares of capital stock of the corporation beneficially owned by the persons identified in clause (1); (4) a description of the proposal containing all material information relating thereto, including, without limitation, the reasons for submitting such proposal; and (v) such other information as the Board of Directors reasonably

determines is necessary or appropriate to enable the Board of Directors and shareholders of the corporation to consider such proposal.

(b) Special Meeting of Shareholders. Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting pursuant to the corporation's notice of meeting. Nominations of individuals for election to the Board of Directors may be made at a special meeting of shareholders at which directors are to be elected (i) pursuant to the corporation's notice of meeting, (ii) by or at the direction of the Board of Directors or (iii) provided that the Board of Directors has determined that directors shall be elected at such special meeting, by any shareholder of the corporation who is a shareholder of record both at the time of giving of notice provided for in this Section 2.14 and at the time of the special meeting, who is entitled to vote at the meeting and who complied with the notice procedures set forth in this Section 2.14(b). In the event the corporation calls a special meeting of shareholders for the purpose of electing one or more individuals to the Board of Directors, any such shareholder may nominate an individual or individuals (as the case may be) for election as a director as specified in the corporation's notice of meeting, if the shareholder's notice required by paragraph (ii) of Section 2.14(a) shall be delivered to the Secretary at the principal executive office of the corporation not earlier than the 90th day prior to such special meeting and not later than 5:00 p.m., Pacific Time, on the later of the 60th day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. The public announcement of a postponement or adjournment of a special meeting shall not commence a new time period for the giving of a shareholder's notice as described above.

(c) General.

(i) Upon written request by the Secretary or the Board of Directors or any committee thereof, any shareholder proposing a nominee for election as a director or any proposal for other business at a meeting of shareholders shall provide, within five business days of delivery of such request (or such other period as may be specified in such request), written verification, satisfactory, in the discretion of the Board of Directors or any committee thereof or any authorized officer of the corporation, to demonstrate the accuracy of any information submitted by the shareholder pursuant to this Section 2.14. If a shareholder fails to provide such written verification within such period, the information as to which written verification was requested may be deemed not to have been provided in accordance with this Section 2.14.

(ii) Only such individuals who are nominated in accordance with this Section 2.14 shall be eligible for election by shareholders as directors, and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with this Section 2.14. The Chairman of the meeting shall have the power to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with this Section 2.14 and, if any proposed nomination or business is not in compliance with this Section 2.14, to declare that such defective nomination or proposal be disregarded.

(iii) For purposes of this Section 2.14, (1) the “date of mailing of the notice” shall mean the date of the proxy statement for the solicitation of proxies for election of directors and (2) “public announcement” shall mean disclosure (A) in a press release reported by the Dow Jones News Service, Associated Press, Business Wire, PR Newswire or comparable news service or (B) in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to the Exchange Act.

(iv) Notwithstanding the foregoing provisions of this Section 2.14, a shareholder shall also comply with all applicable requirements of state law and of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 2.14. Nothing in this Section 2.14 shall be deemed to affect any right of a shareholder to request inclusion of a proposal in, nor the right of the corporation to omit a proposal from, the corporation’s proxy statement pursuant to Rule 14a-8 (or any successor provision) under the Exchange Act.

(v) A copy of this Section 2.14 shall be set forth in a notice to shareholders of any annual or special meeting of the shareholders.

ARTICLE III

DIRECTORS

Section 3.1 POWERS.

Subject to any provisions of the California Corporations Code, of the Amended and Restated Articles of Incorporation and of these Amended and Restated Bylaws limiting the powers of the Board of Directors or reserving powers to the shareholders, the Board of Directors shall, directly or by delegation, manage the business and affairs of the corporation and exercise all corporate powers permitted by law. The Board of Directors may organize and operate any committees deemed necessary and desirable by the Board of Directors.

Section 3.2 NUMBER AND QUALIFICATION OF DIRECTORS.

(a) The number of directors of the corporation shall not be less than eight (8) nor more than eleven (11). The exact number of directors shall be eight (8) until changed, within the limits specified above, by a resolution duly adopted by the Board of Directors or by the shareholders of the corporation.

(b) The maximum or minimum authorized number of directors may only be changed by an amendment of this section approved by the vote of a majority of the outstanding shares entitled to vote; *provided, however*, that an amendment reducing the minimum number to a number less than five (5) shall not be adopted if the votes cast against its adoption at a meeting exceed 16-2/3% of such outstanding shares; *provided further*, however, that in no case shall the stated maximum authorized number of directors exceed two times the stated minimum number of authorized directors minus one.

(c) No reduction of the authorized number of directors shall have the effect of removing any director before his or her term of office expires.

Section 3.3 CLASSIFICATION OF DIRECTORS.

(a) Upon the effectiveness of Article IX of the corporation's Amended and Restated Articles of Incorporation, the Board of Directors shall be classified into two classes, as nearly equal in numbers as the then total number of directors constituting the entire Board of Directors permits, the members of each class to serve for a term of two years.

(b) Upon the effectiveness of Article IX of the corporation's Amended and Restated Articles of Incorporation, the election of directors by the shareholders shall not be by cumulative voting.

(c) At the first annual meeting of shareholders held after the effectiveness of Article IX of the corporation's Amended and Restated Articles of Incorporation, directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting of shareholders and directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting of shareholders. At each subsequent annual meeting of shareholders, the successor to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the second succeeding annual meeting of shareholders.

(d) If at any time this corporation ceases to be a listed corporation as defined in Section 301.5 of the California Corporations Code, at each succeeding annual meeting of shareholders where the existing term of a class of directors is expiring, the directors of each such class shall then be elected for a term expiring in one year until all directors are elected for one year terms. The election of all directors at the annual meeting of shareholders for a term of one year shall continue until the corporation once again qualifies as a listed corporation within the meaning of Section 301.5 of the California Corporations Code, and the foregoing provisions of Article IX of the corporation's Amended and Restated Articles of Incorporation can be reinstated.

Section 3.4 ELECTION AND TERM OF OFFICE.

Except as provided in Section 3.7 of these Amended and Restated Bylaws, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until his successor has been elected and qualified.

Section 3.5 DIRECTOR'S OATH.

Each director upon taking office shall make an oath or affirmation as required by Section 682 of the California Financial Code, and each such oath, subscribed by the director and certified by the officer before whom it is taken, shall be immediately filed with the California Superintendent of Banks.

Section 3.6 RESIGNATION.

Any director may resign effective upon giving written notice to the Chairman of the Board of Directors, the President, the Secretary or the Board of directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation

is effective at a future time a successor may be elected to take office when the resignation becomes effective.

Section 3.7 REMOVAL OF DIRECTORS.

(a) A director may be removed from office by the Board of Directors if he or she is declared of unsound mind by an order of court or convicted of a felony.

(b) Any or all of the directors may be removed without cause if such removal is approved by the affirmative vote of a majority of the outstanding shares entitled to vote; *provided, however*, that a director may not be removed if the votes cast against removal of the director would be sufficient to elect the director if voted cumulatively (without regard to whether shares may otherwise be voted cumulatively) at an election at which the same total number of votes were cast and either the number of directors elected at the most recent annual meeting of shareholders, or if greater, the number of directors for whom removal is being sought, were then being elected.

Section 3.8 VACANCIES.

(a) A vacancy or vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director, or if the authorized number of directors is increased or the shareholders fail to elect the full authorized number of directors.

(b) Except for a vacancy created by the removal of a director, vacancies on the Board of Directors may be filled by a majority of the remaining directors although less than a quorum, or by a sole remaining director, and each director elected in this manner shall hold office until his or her successor is elected at an annual or special shareholders' meeting. A vacancy created by the removal of a director shall be filled only by shareholders.

(c) The shareholders may elect a director at any time to fill any vacancy not filled by the directors.

Section 3.9 PLACE OF MEETINGS.

(a) Regular and special meetings of the Board of Directors may be held at any place within the State of California which has been designated in the notice of the meeting, or, if not stated in the notice or there is no notice, designated by a resolution or by written consent of all of the members of the Board of Directors.

(b) If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the board or consented to in writing by all members of the Board of Directors, it shall be held at the corporation's principal administrative office.

Section 3.10 ORGANIZATION MEETINGS.

The Board of Directors shall hold a regular meeting not less than once each calendar quarter. The Board of Directors shall hold the regular meetings at such times and places as are

fixed by the Board of Directors. Call and notice of regular meetings of the Board of Directors shall not be required.

Section 3.11 SPECIAL MEETINGS.

(a) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board of Directors, the Chief Executive Officer, the President, the Secretary, or any two directors.

(b) Special meetings of the Board shall be held upon four days' notice by mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States Mails, postage prepaid. Any other written notice, including facsimile, telegram or electronic mail message, shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record or communicate messages, or wireless, to the recipient, including the recipient's designated voice mailbox or address on such system, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 3.12 QUORUM; ACTION AT MEETINGS.

(a) A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn a meeting under this Section 3.12 of these Amended and Restated Bylaws.

(b) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the vote of a greater number is required by law, the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws, and subject to the provisions of Section 310 (Transactions with Interested Directors) and subdivision (e) of Section 317 (Indemnification of Corporate Agents) of the California Corporations Code.

(c) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.13 CONTENTS OF NOTICE AND WAIVER OF NOTICE.

(a) Neither the business to be transacted at, nor the purpose of, any regular or special Board of Directors meeting need be specified in the notice or waiver of notice of the meeting.

(b) Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to said director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.14 ADJOURNMENT.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.15 MEETINGS BY CONFERENCE TELEPHONE.

(a) Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

(b) Members of the Board of Directness may participate in a meeting through the use of electronic video screen communication or other communications equipment, other than conference telephone if all of the provisions of Section 307(a)(6) of the California Corporations Code are followed.

(c) Participation by directors in a meeting in the manner provided in this Section 3.15 constitutes presence in person at such meeting.

Section 3.16 ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 3.17 FEES AND COMPENSATION.

Directors and members of the committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

Section 3.18 COMMITTEES.

(a) The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The Board of Directors may delegate to any

such committee, to the extent provided in such resolution, any of the Board of Directors' powers and authority in the management of the corporation's business and affairs, except such powers and authority that conflict with the California Corporations Code or the corporation's Amended and Restated Articles of Incorporation.

(b) The Board of Directors may prescribe appropriate rules, not inconsistent with these Amended and Restated Bylaws, by which proceedings of any such committee shall be conducted. The provisions of Amended and Restated Bylaws relating to the calling of meetings of the Board of Directors, notice of meetings of the Board of Directors and waiver of such notice, adjournments of meetings of the Board of Directors, written consents to Board of Directors meetings and approval of minutes, action by the Board of Directors by consent in writing without a meeting, the place of holding such meetings, meetings by conference telephone or similar communications equipment, the quorum for such meetings, the vote required at such meetings and the withdrawal of directors after commencement of a meeting shall apply to committees of the Board of Directors and action by such committees. In addition, any member of the committee designated by the Board of Directors as the Chairman or as Secretary of the committee or any two members of a committee may call meetings of the committee. Regular meetings of any committee may be held without notice if the time and place of such meetings are fixed by the Board of Directors or the committee.

ARTICLE IV

OFFICERS

Section 4.1 OFFICERS.

(a) The officers of the corporation shall be a Chairman of the Board or a President, or both, a Chief Executive Officer, a Secretary and a Chief Financial Officer.

(b) The corporation may also have, at the discretion of the Board of Directors, one or more Vice-Chairmen, one or more Vice Presidents, one or more Assistant Secretaries, a Cashier, one or more Assistant Cashiers and such other officers as may be appointed in accordance with the provisions of Section 4.3 of this Article IV. Any two or more offices may be held by the same person; *provided, however*, that in the execution of written instruments and in the performance of any executive or administrative duties on behalf of the corporation, such officer may only act in one capacity when joint execution or action by two officers is required.

Section 4.2 ELECTIONS.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 4.3 or Section 4.5 of this Article IV, shall be chosen by the Board of Directors and serve at the pleasure of the Board of Directors, and each shall hold his office until he shall resign or be removed or is otherwise disqualified to serve, or until his successor is chosen and qualified.

Section 4.3 OTHER OFFICERS.

The Board of Directors may appoint, and may empower the Chairman of the Board or the Chief Executive Officer or both of them to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 4.4 REMOVAL AND RESIGNATION.

(a) Any officer may be removed with or without cause either by the Board of Directors or, except for an officer chosen by the Board of Directors, by any officer upon whom the power of removal may be conferred by the board (subject, in each case, to the rights, if any, of an officer under any contract of employment).

(b) Any officer may resign at any time upon written notice to the corporation (without prejudice however, to the rights, if any, of the corporation under any contract to which the officer is a party). Any such resignation shall take effect upon receipt of such notice or at any such later time as agreed to by the Board of Directors. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Unless a resignation specifies otherwise, its acceptance by the corporation shall not be necessary to make it effective.

Section 4.5 VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Amended and Restated Bylaws for regular appointments to such office.

Section 4.6 CHAIRMAN OF THE BOARD.

The Board of Directors may, in its discretion, elect a Chairman of the Board who, unless otherwise determined by the Board of Directors, shall preside at all meetings of the Board of Directors at which he is present and shall exercise and perform any other powers and duties assigned to him by the Board of Directors or prescribed by these Amended and Restated Bylaws. If the office of President is vacant, the Chairman of the Board shall exercise the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Chairman of the Board shall preside as chairman at all meetings of the shareholders unless otherwise determined by the Board of Directors.

Section 4.7 VICE-CHAIRMAN OF THE BOARD.

The Board of Directors may, in its discretion, elect one Vice-Chairman of the Board or more than one Vice-Chairmen of the Board. Unless otherwise determined by the Board of Directors, the Vice-Chairman of the Board shall preside as Chairman, or if there are Vice-Chairmen of the Board, the Vice Chairmen of the Board shall jointly preside as co-chairmen, at all meetings of the Board of Directors or meetings of the shareholders from which the Chairman of the Board is absent. The Vice-Chairman, or Vice-Chairmen, of the Board shall exercise and

perform any other powers and duties assigned to the Vice-Chairman of the Board by the Board of Directors or prescribed by these Amended and Restated Bylaws. If the office of Chairman of the Board is vacant, the Vice-Chairman of the Board shall exercise, or if there are Vice-Chairmen, the Vice-Chairmen of the Board shall jointly exercise, the duties of the Chairman of the Board, and when so acting, shall have all the powers of, and be subject to the restrictions on, the Chairman of the Board.

Section 4.8 CHIEF EXECUTIVE OFFICER.

Subject to any supervisory powers, if any, that the Board of Directors or these Amended and Restated Bylaws have given to the Chairman of the Board, if there be such an officer, or to the President, the Chief Executive Officer shall be the corporation's general manager. Subject to the control of the Board of Directors, the Chief Executive Officer shall direct the total operation of the corporation and shall have responsibility for the attainment of goals, plans and directives established by the Board of Directors. The Chief Executive Officer shall be a member of the Board of Directors. Unless otherwise determined by the Board of Directors, and in the absence of the Chairman of the Board and the Vice-Chairman, or Vice-Chairmen, of the Board, the Chief Executive Officer shall preside as Chairman at all meetings of the Board of Directors and of the shareholders. The Chief Executive Officer shall have the general powers and duties of management usually vested in the office of Chief Executive Officer and shall have any other powers and duties prescribed by the Board of Directors or these Amended and Restated Bylaws.

Section 4.9 PRESIDENT.

Subject to the supervisory powers, if any, that these Amended and Restated Bylaws or the Board of Directors have given to the Chairman of the Board, if there be such an officer, or to the Chief Executive Officer, the President shall be the corporation's chief operating officer and shall have general supervision, direction and control of the business, affairs and officers of the corporation. Unless otherwise determined by the Board of Directors, and in the absence of the Chairman of the Board, the Vice-Chairman, or Vice-Chairmen, of the Board and the Chief Executive Officer, the President shall preside as chairman at all meetings of the Board of Directors and of the shareholders. The President shall have the general powers and duties of management usually vested in the office of President; shall have any other powers and duties prescribed by these Amended and Restated Bylaws or the Board of Directors; and shall be primarily responsible for carrying out all orders and resolutions of the Board of Directors.

Section 4.10 VICE PRESIDENTS.

In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, or if there has been no such designation, the Vice President designated by the Chief Executive Officer or President, shall perform all duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. Each Vice President shall have any of the powers and perform any other duties that from time to time the Board of Directors, these Amended and Restated Bylaws or the Chief Executive Officer may prescribe for him.

Section 4.11 SECRETARY; ASSISTANT SECRETARY.

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions by written consent of all directors, shareholders and committees of the Board of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine whether the meeting was held in accordance with the law and these Amended and Restated Bylaws and the actions taken thereat. The Secretary shall keep or cause to be kept at the corporation's principal executive office, or at the office of its transfer agent or registrar, a record of the shareholders of the corporation, giving the names and addresses of all shareholders and the number and class of shares held by each. The Secretary shall give, or cause to be given, notice of all meetings of shareholders, directors and committees required to be given under these Amended or Restated Bylaws or by law, shall keep or cause the keeping of the corporate seal in safe custody and shall have any other powers and perform any other duties that are prescribed by the Board of Directors or these Amended or Restated Bylaws or the Chief Executive Officer. If the Secretary refuses or fails to give notice of any meeting lawfully called, any other officer of the corporation may give notice of such meeting. The Assistant Secretary, or if there be more than one, any Assistant Secretary, may perform any or all of the duties and exercise any or all of the powers of the Secretary unless prohibited from doing so by the Board of Directors, the chief executive officer or the Secretary, and shall have such other powers and perform any other duties as are prescribed for him by the Board of Directors or the chief executive officer.

Section 4.12 CHIEF FINANCIAL OFFICER.

The Chief Financial Officer, who shall also be deemed to be the treasurer, when a treasurer may be required, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account. The Chief Financial Officer shall cause all money and other valuables in the name and to the credit of the corporation to be deposited at the depositories designated by the Board of Directors or any person authorized by the Board of Directors to designate such depositories. He shall render to the chief executive officer and Board of Directors when requested by either of them, an account of all his transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have any other powers and perform any other duties prescribed by the Board of Directors, the bylaws or the chief executive officer.

ARTICLE V

MISCELLANEOUS

Section 5.1 INSPECTION OF CORPORATE RECORDS.

(a) Books and records of account and minutes of the proceedings of the shareholders, Board of Directors, and committees of the Board of Directors shall be kept available at the principal office for inspection by the shareholders to the extent required by Section 1601 of the California Corporations Code.

(b) Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical

properties of the corporation and its subsidiary corporations, domestic or foreign. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and make extracts.

Section 5.2 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. The Board of Directors may authorize one or more officers of the corporation to designate the person or persons authorized to sign such documents and the manner in which such documents shall be signed.

Section 5.3 ANNUAL AND OTHER REPORTS TO SHAREHOLDERS.

(a) The Board of Directors shall cause to be sent to the shareholders such annual or other periodic reports as the Board of Directors considers appropriate or as otherwise required by law.

(b) If no annual report for the last fiscal year has been sent to shareholders, the corporation shall, upon the written request of any shareholder made more than 120 days after the close of such fiscal year, deliver or mail to the person making the request within 30 days thereafter the financial statements referred to in Section 1501(a) for such year.

Section 5.4 CORPORATE CONTRACTS, ETC.: HOW EXECUTED.

The Board of Directors, except as these Amended and Restated Bylaws or the Amended and Restated Articles of Incorporation otherwise provide, may authorize any officer or officers and/or agent or agents to enter into any contract or execute any instrument in the name of and/or on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5.5 CERTIFICATE FOR SHARES.

The shares of the corporation shall be represented by certificates, unless and until the Board of Directors of the corporation adopts a resolution permitting some or all of any class or series of stock to be uncertificated. Any such resolution shall not apply to shares represented by a certificate until the certificate is surrendered to the corporation. Notwithstanding the adoption of any resolution providing for uncertificated shares, every holder of stock of the corporation represented by certificates and, upon request, every holder of uncertificated shares, shall be entitled to have a certificate for shares of stock of the corporation executed by (a) the Chairman or Vice-Chairman of the Board, the President or any Executive Vice President, and (b) the Chief Financial Officer, the Secretary or an Assistant Secretary, certifying the number of shares owned by such stockholder in the corporation.

Section 5.6 LOST CERTIFICATES.

No new certificate for shares shall be issued in place of any certificate theretofore issued unless the latter is surrendered and cancelled at the same time; *provided, however*, that, a new

certificate may be issued without the surrender and cancellation of the old certificate if the certificate theretofore issued is alleged to have been lost, stolen or destroyed. In case of any such allegedly lost, stolen or destroyed certificate, the corporation may require the owner thereof or the legal representative of such owner to give the corporation a bond (or other adequate security) sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 5.7 REPRESENTATION OF SHARES OF OTHER CORPORATIONS.

Unless the Board of Directors shall otherwise determine, the Chairman of the Board, any Vice Chairman, the President, the Chief Executive Officer, and the Secretary of this corporation are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to such officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney or other document duly executed by any such officer.

Section 5.8 CONSTRUCTION AND DEFINITIONS.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these Amended and Restated Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section 5.9 FISCAL YEAR.

The fiscal year of this corporation shall begin on the first day of January and end on the 31st day of December of each year.

Section 5.10 INDEMNIFICATION OF CORPORATE AGENTS.

The corporation shall have power to indemnify each of its agents to the fullest extent permissible by the California Corporations Code. Without limiting the generality of the foregoing sentence, the corporation:

(a) is authorized to provide indemnification of agents in excess of that expressly permitted by Section 317 of the California Corporations Code for those agents of the corporation for breach of duty to the corporation and its shareholders, *provided, however*, that the corporation is not authorized to provide indemnification of any agent for any acts or omissions or transactions from which a director may not be relieved of liability as set forth in the exception to Section 204(a)(10) of the California Corporations Code or as to circumstances in which indemnity is expressly prohibited by Section 317 of the California Corporations Code;

(b) shall advance the expenses reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the undertaking required by subdivision (f) of Section 317 of the California Corporations Code; and

(c) shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of section 317 of the California Corporations Code.

The term "agent" used in this section 5.10 shall have the same meaning as such term in section 317 of the California Corporations Code.

ARTICLE VI

AMENDMENTS

Section 6.1 POWER TO AMEND.

(a) Except as otherwise provided in the Amended and Restated Articles of Incorporation or the California Corporations Code, these Amended and Restated Bylaws or any of them may be amended or repealed, in any respect, and new bylaws may be adopted, at any time, either (i) by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote or (ii) by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors, in each case, in accordance with the terms of these Amended and Restated Bylaws.

(b) Except as otherwise provided in the Amended and Restated Articles of Incorporation, any bylaw adopted by the Board of Directors may be amended or repealed by the affirmative vote of a majority of the outstanding shares entitled to vote.

Section 6.2 AMENDMENT AFFECTING ELECTION OF DIRECTORS.

If any bylaw regulating an impending election of directors is adopted, amended, or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(a) That I am the duly elected and acting secretary of Preferred Bank, a California banking corporation; and

(b) That the foregoing Amended and Restated Bylaws, comprising twenty (20) pages, constitute the bylaws of such corporation as duly adopted by action of the Board of Directors of the corporation duly taken on November 21, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of such corporation this 26th day of November, 2007.

/s/ Li Yu
Name: Li Yu
Title: Secretary