

**UCBH HOLDINGS, INC. AND
UNITED COMMERCIAL BANK
(COLLECTIVELY THE “COMPANY”)**

CHARTER OF THE HUMAN RESOURCES COMMITTEE

Purpose

To review and report on the Company compensation and personnel policies, programs and plans, including management development and succession plans, and to recommend to the Board employee compensation and benefit programs.

Membership

1. The Committee shall be comprised of not less than three members of the Board.
2. All Committee members must be independent directors. An “independent” director means a person other than an officer or employee of the Company or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
3. The Board will appoint the Committee Chairperson and members.
4. The Chairperson of the Committee shall not serve for more than three years consecutively.

Committee Meetings

1. The Committee shall hold meetings at least three times each year, and at any additional time as either the Board or Committee deems necessary.
2. After each meeting minutes will be circulated to all the members of the Board.
3. At the next Board meeting following each Committee meeting the Chairperson of the Committee will report to the Board on the meeting.

Responsibilities

1. Conducts an annual performance evaluation of the Chief Executive Officer and President, with appropriate recommendations to be made to the Board for comment and/or approval.
2. Reviews and recommends to the Board for approval of compensation issues and strategies applicable to directors, corporate officers, and senior executives, including the oversight of performance reviews, salary adjustments, goal setting, and the implementation of any short and/or long term incentive compensation programs (including, bonuses, stock options and/or restrictive stock grants, if any), based on recommendations from the Company’s Chief Executive Officer.
3. Reviews and reports to the Board significant changes in the employee benefit plans.
4. Reviews and reports on the Board programs for management development and succession planning.