

FIRST CHOICE BANK
17785 Center Court Drive, Suite 750
Cerritos, California 90703
(562) 345-9092

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held July 31, 2017

TO THE SHAREHOLDERS OF FIRST CHOICE BANK:

NOTICE IS HEREBY GIVEN that, pursuant to the call of its Board of Directors, the Annual Meeting of Shareholders (the "Meeting") of First Choice Bank (the "Bank") will be held at the Cerritos Library located at 18025 Bloomfield Avenue, Cerritos, California, on July 31, 2017 at 5 p.m., for the purpose of considering and voting on the following matters:

1. **ELECTION OF DIRECTORS.** To elect the following nine (9) directors of the Bank to serve as directors of the Bank until the next Annual Meeting of Shareholders and until their respective successors are elected and have qualified:

Roshan H. Bhakta
Robert M. Franko
Peter H. Hui
Pravin C. Pranav
Phillip T. Thong

Homer Wai Chan
James H. Gray
Fred Jensen
Uka Solanki

2. **PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION THAT WOULD INCREASE AUTHORIZED SHARES OF COMMON STOCK AND PREFERRED STOCK.** To approve an amendment to the Bank's articles of incorporation that would increase the number of authorized shares of Common Stock from 25,000,000 to 100,000,000, and increase the number of authorized shares of Preferred Stock from 10,000,000 to 100,000,000, as described in Proposal 2 of the Proxy Statement dated June 14, 2017.

3. **OTHER BUSINESS.** To consider and transact such other business as may properly come before the meeting and any adjournment or adjournments thereof.

Shareholders of record at the close of business on June 6, 2017, are entitled to notice of and to vote at the meeting and any adjournments thereof.

YOU SHOULD HAVE RECEIVED A PRELIMINARY NOTICE OF THE BANK'S 2017 ANNUAL SHAREHOLDERS MEETING, WHICH INCLUDES A DESCRIPTION OF THE VARIOUS VOTING PROCEDURES AVAILABLE TO YOU, INCLUDING VOTING VIA THE INTERNET. YOU ARE REQUESTED TO VOTE VIA THE INTERNET AT WWW.ENVISIONREPORTS.COM/FCBK WITHOUT DELAY WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. **IF YOU VOTE VIA THE INTERNET, YOUR VOTE WILL ALSO BE CONSIDERED AS YOUR CONSENT TO VOTE ELECTRONICALLY AS PROVIDED IN SECTIONS 20, 21, 600 AND 601 OF THE CALIFORNIA GENERAL CORPORATIONS LAW, AS AUTHORIZED BY THE BANK'S AMENDED AND**

RESTATED BYLAWS. YOU MAY REVOKE YOUR PROXY AT ANY TIME PRIOR TO ITS BEING VOTED, EITHER BY ATTENDING THE MEETING AND ELECTING TO VOTE IN PERSON, OR BY FILING WITH THE SECRETARY OF THE BANK, PRIOR TO THE MEETING, A WRITTEN NOTICE OF REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS OF FIRST CHOICE BANK

To Be Held July 31, 2017

This proxy statement is furnished in connection with the solicitation of proxies to be used by the Board of Directors of First Choice Bank (the "Bank") at the Annual Meeting of Shareholders of the Bank to be held at the Cerritos Library located at 18025 Bloomfield Avenue, Cerritos, California, 90703, on July 31, 2017 at 5 p.m., and at any adjournments thereof (the "Meeting").

The matters to be considered and voted upon at the Meeting will include:

1. ELECTION OF DIRECTORS. To elect the following nine (9) directors of the Bank to serve as directors of the Bank until the next Annual Meeting of Shareholders and until their respective successors are elected and have qualified:

Roshan H. Bhakta
Robert M. Franko
Peter H. Hui
Pravin C. Pranav
Phillip T. Thong

Homer Wai Chan
James H. Gray
Fred Jensen
Uka Solanki

2. PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION THAT WOULD INCREASE AUTHORIZED SHARES OF COMMON STOCK AND PREFERRED STOCK. To approve an amendment to the Bank's articles of incorporation that would increase the number of authorized shares of Common Stock from 25,000,000 to 100,000,000, and increase the number of authorized shares of Preferred Stock from 10,000,000 to 100,000,000, as described in Proposal 2 herein.

3. OTHER BUSINESS. To consider and transact such other business as may properly come before the meeting and any adjournment or adjournments thereof.

A preliminary notice of annual meeting was mailed on approximately June 22, 2016 to all persons who were shareholders of record as of the close of business on June 6, 2017, which contained a description of the various voting procedures available to you, including voting via the internet. **If you should decide to vote by the internet, and we encourage you to do so, your vote will also be considered as your consent to vote electronically as provided in California General Corporations Law Sections 20, 21, 601 and 602, as authorized by the Bank's amended and restated bylaws.** If you consent and desire to vote by the Internet, the Proxy Statement, proxy card and 2016 Annual Report to shareholders are available on the Internet at: www.envisionreports.com/FCBK. Alternatively, you may elect to receive the Bank's proxy materials by mail by following the instructions contained in the preliminary notice.

Revocability of Proxies

A form of proxy for voting your shares at the Meeting is enclosed. Any shareholder who executes and delivers a proxy has the right to revoke it at any time before it is voted by filing with the Secretary of the Bank an instrument revoking it or a duly executed proxy bearing a later date. In addition, the powers of the proxy holders will be revoked if the person executing the proxy is present at the Meeting and advises the Chairman of his or her election to vote in person. Shares represented by a properly executed proxy received prior to the Meeting will be voted in accordance with the shareholder's specifications, as noted on the proxy, or if not otherwise specified, and unless revoked, such shares will be voted in favor of election of the nominees specified herein and in favor of the other proposals specified herein.

The proxy also confers discretionary authority to vote the shares represented thereby on any matter that was not known at the time this Proxy Statement was mailed which may properly be presented for action at the Meeting and may include: action with respect to procedural matters pertaining to the conduct of the Meeting; and election of any person to any office for which a bona fide nominee is named herein if such nominee is unable to serve or for good cause will not serve.

Persons Making the Solicitation

The Bank's Board of Directors is soliciting the enclosed proxy. The principal solicitation of proxies is being made by mail, although additional solicitation may be made by telephone, telegraph or personal visits by directors, officers and employees of the Bank. The total expense of this solicitation will be borne by the Bank and will include reimbursement paid to brokerage firms and others for their expenses in forwarding soliciting material.

VOTING SECURITIES

Outstanding Shares and Record Date

Shareholders of record as of the close of business on June 6, 2017 ("Record Date") will be entitled to notice of and to vote at the Meeting. As of such date, the Bank had issued and outstanding 7,201,218 shares of common stock, no par value ("Common Stock").

Voting Rights

For each matter submitted to the vote of the shareholders, each holder of Common Stock will be entitled to one vote, in person or by proxy, for each share of Common Stock he or she held of record on the books of the Bank as of the Record Date or any matter submitted to the vote of shareholders, except that in connection with the election of directors, shares may be voted cumulatively if a candidate's or candidates' name(s) have been properly placed in nomination prior to the voting and a shareholder present at the Meeting gives notice at the Meeting, prior to the voting for election of directors, his or her intention to vote cumulatively. If any shareholder of the Bank gives such notice, then all shareholders eligible to vote will be entitled to cumulate their votes. Cumulative voting allows a shareholder to cast a number of votes equal to the number of shares held in his or her name as of the Record Date, multiplied by the number of directors elected. These votes may be cast for any one nominee, or may be distributed among as many nominees as the shareholder sees fit. In the election of directors, the nine (9) nominees receiving the highest number of votes will be elected. In connection with any other matters to be considered, a majority of issued and outstanding shares are required to approve such matters.

The presence, in person or by proxy, of a majority of the shares entitled to vote will constitute a quorum for the Meeting. Votes cast by proxy or in person at the Meeting will be counted by appointed inspectors of election. The inspectors of election will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to vote, for purposes of determining the presence of a quorum and for purposes of determining the outcome of any matter submitted to the shareholders for a vote. Abstentions, however, do not constitute a vote "for" or "against" any matter and thus will be disregarded in the calculation of a plurality or of "votes cast." The inspectors of election will treat shares referred to as "broker non-votes" (i.e., shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote or that the broker or nominee does not have discretionary power to vote on a particular matter) as shares that are present and entitled to vote for purposes of determining the presence of a quorum. However, for purposes of determining the outcome of any matter as to which the broker has physically indicated on the proxy that it does not have discretionary authority to vote, those shares will be treated as not present and not entitled to vote with respect to that matter even though those shares are considered entitled to vote for quorum purposes and may be entitled to vote on other matters.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of June 6, 2017 pertaining to beneficial ownership of the Bank's Common Stock by persons known to the Bank to own five percent (5%) or more of such stock, current directors and nominees for election as directors, Executive Officers¹ of the Bank, and all current directors and Executive Officers of the Bank as a group. The information contained herein has been obtained from the Bank's records and from information furnished directly by the individual or entity to the Bank. The table should be read with the understanding that more than one (1) person may be the beneficial owner or possess certain attributes of beneficial ownership with respect to the same securities.

¹ As used throughout this document, the term "executive officer" means the President and Chief Executive Officer, the EVP/Chief Credit Officer, the EVP/Chief Operations Administrator, and the EVP/Chief Financial Officer.

Security Ownership of Management

<u>Name and Address ²</u> <u>of Beneficial Owner</u>	<u>Title</u>	<u>Amount and Nature of</u> <u>Beneficial Ownership ³</u>	<u>Percent</u> <u>of Class</u>
Roshan H. Bhakta	Director	100,232	1.38%
Homer Wai Chan	Director	70,977	0.98%
Yvonne Liu Chen	Executive Vice President, Chief Financial Officer	27,840	0.38%
Robert M. Franko	Director, President and CEO	50,423	0.70%
James H. Gray	Director	28,664	0.40%
Peter H. Hui	Chairman and Director	694,276	9.58%
Fred Jensen	Director	17,773	0.25%
Gene May	Executive Vice President, Chief Credit Officer	39,187	0.54%
Pravin C. Pranav	Director	163,748	2.26%
Uka Solanki	Director	131,155	1.81%
Yolanda Su	Executive Vice President, Chief Operations Administrator	42,418	0.59%
Phillip T. Thong	Vice Chairman and Director	85,435	1.18%
All Directors and Executive Officers as a Group (12 in number)		1,452,128	20.03%

Security Ownership of Certain Beneficial Owners

Rui Guo	394,040	5.43%
---------	---------	-------

PROPOSAL 1: ELECTION OF DIRECTORS

² The business address for each of the directors and executive officers is 17785 Center Court Drive, Suite 750, Cerritos, California 90703.

³ Beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (a) voting power, which includes the power to vote, or to direct the voting of such security; and/or (b) investment power, which includes the power to dispose, or to direct the disposition, of such security. Beneficial owner includes any person who has the right to acquire beneficial ownership of such security as defined above within 60 days of the Record Date, and restricted shares under 2013 Omnibus Incentive Plan Restricted Stock Award Agreement which will be vested in five years. All option shares granted which are or will be exercisable within 60 days of the Record Date and restricted shares under 2013 Omnibus Incentive Plan as of Record date:

<u>Name</u>	<u>Exercisable Stock Options (#)</u>	<u>Restricted Shares (#)</u>
Roshan H. Bhakta	0	2,847
Homer Wai Chan	0	2,237
Yvonne Liu Chen	0	3,523
Robert M. Franko	19,469	6,472
James H. Gray	3,245	1,856
Peter H. Hui	0	4,332
Fred Jensen	3,245	1,891
Gene May	21,632	3,747
Pravin C. Pranav	0	2,934
Uka Solanki	0	1,214
Yolanda Su	0	3,822
Phillip T. Thong	0	3,877

Nominees for Election as Directors

The following table provides certain information as of the Record Date with respect to each person nominated and recommended to be elected by the current Board of Directors of the Bank. Reference is made to the section entitled "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" for information pertaining to stock ownership of the nominees.

The persons named below will be nominated for election as directors to serve until the 2017 Annual Meeting of Shareholders and until their successors are elected and have qualified. Votes will be cast in such a way as to effect the election of all nine (9) nominees, or as many thereof as possible under the rules of cumulative voting.

If any nominee should become unable or unwilling to serve as a director, the proxies will be voted for such substitute nominee as shall be designated by the Board of Directors. The Board of Directors presently has no knowledge that any of the nominees will be unable or unwilling to serve. Additional nominations can be made only by complying with the notice provisions included in the Bank's Bylaws. The Bylaw provision is designed to give the Board of Directors advance notice of competing nominations, if any, and the qualifications of nominees, and may have the effect of precluding third-party nominations if the procedures specified therein are not followed. The nine (9) nominees receiving the highest number of Common Stock votes at the Meeting shall be elected.

None of the directors, nominees or executive officers of the Bank were selected pursuant to any arrangement or understanding, other than with the director and executive officers of the Bank, acting within their capacities as such. There are no family relationships between the directors and executive officers of the Bank. None of the directors or executive officers of the Bank serve as directors of any company which has a class of securities registered under, or which is subject to the periodic reporting requirements of, the Securities Exchange Act of 1934 or any investment company registered under the Investment Company Act of 1940.

<u>Name and Office Held</u>	<u>Age as of June 6, 2017</u>	<u>Principal Occupation For Past Five (5) Years</u>	<u>Director of Bank Since</u>
Roshan H. Bhakta Director	45	President, CoreCapital Investments	2005
Homer Wai Chan Director	69	Managing Partner, Chan & Chen, LLP	2005
Robert M. Franko Director	69	Banker	2013
James H. Gray Director	79	Banker	2014
Peter H. Hui Chairman and Director	64	President, Hospitality Unlimited Investments, Inc.	2005
Fred Jensen Director	79	Banker	2014
Pravin C. Pranav Director	64	President, Abacus Payroll Services, Inc.	2005
Uka Solanki Director	73	President & CEO, Big Saver Foods, Inc.	2012
Phillip T. Thong Vice Chairman and Director	61	Founder / Partner, Thong, Yu, Wong & Lee, LLP	2005

The following table sets forth as to each of the persons who currently serves as an Executive Officer of the Bank, such person's principal occupation during the past five (5) years, such person's current position with the Bank, and the period during which the person has served in such position.

<u>Name</u>	<u>Age as of 6/10/16</u>	<u>Position with Bank</u>	<u>Principal Occupation For Past Five (5)</u>	<u>Year Appointed to Bank</u>
Robert M. Franko	69	Director, President and CEO	Banker	2013
Yvonne Liu Chen	52	EVP, Chief Financial Officer	Banker	2007
Gene May	65	EVP, Chief Credit Officer	Banker	2011
Yolanda Su	54	EVP, Chief Operations Administrator	Banker	2005

The following provides additional information on the principal occupation or employment for each of the Board members and executive officers of First Choice Bank during the past five years:

Roshan H. Bhakta is President and Co-Founder of CoreCapital Investments, a real estate investment management firm focused on hospitality assets. His prior professional experience in commercial real estate includes positions as an investment banker and financial analyst with Nomura Securities International and Jones Lang La Salle. He is also a member of the Board of Trustees of the Bhakta Cultural Center, a non-profit organization devoted to promoting Indian cultural activities. Mr. Bhakta received his BS degree in Business Administration from the University of Southern California in Los Angeles, California.

Homer Wai Chan is currently the managing Partner of a CPA firm, Chan & Chen, LLP. Mr. Chan has over 30 years of strategic tax planning and financial experience. He established Homer Chan Tax and Consultants, Inc. in 1985 to provide tax and financial consulting services to local business owners and individual throughout Southern California area. He expanded his firm and merged into a CPA firm in 2004. Most of his clients came to America from China, Hong Kong, Taiwan and Asian Pacific area. Mr. Chan has successfully represented thousands of clients in dealing with tax authorities and audits.

Robert M. Franko has served as the Bank's President and Chief Executive Officer ("CEO") and a Director of First Choice Bank since November 2013. Mr. Franko brings a wealth of knowledge and experience to the Bank, including becoming in 2003 the founder, President, Chief Executive Officer and a director of Beach Business Bank, Manhattan Beach, California, where he created The Doctors Bank® division to provide banking services to physicians and dentists nationwide. Mr. Franko negotiated the sale of Beach Business Bank to First PacTrust Bancorp in 2012, where he thereafter executed the acquisition of the \$700 million Private Bank of California in 2013, and where he managed two banks as Chief Executive Officer, with total assets exceeding \$3.5 billion with more than 1,000 employees. Mr. Franko previously held several positions in senior management and on boards of directors of commercial banks including City National Bank, Beverly Hills, California (2002-2003), Senior Vice President, Personal Trust and investments Division, Generations Trust Bank, N.A., Long Beach, California (1999-2002), President and CEO and Executive Vice President of First National Bank of San Diego, Imperial Bancorp, and other financial institutions, and he has over 25 years of banking experience. Mr. Franko is a member of the Board of Directors of The Independent Bankers Bank ("TIB") in Irving Texas, which is an upstream correspondent bank for First Choice Bank.

James H. Gray was appointed to the Board of Directors of the Bank on March 27, 2014, and he has been extensively involved in the banking industry for nearly 40 years. In June 2004,

Mr. Gray was a founding director and co-chairman of Beach Business Bank which was headquartered in Manhattan Beach, California with full service branches in Long Beach and Costa Mesa until it was sold to First PacTrust Bancorp in 2011. In 1999, Mr. Gray founded Generations Trust Bank and served as Chairman until its business was sold to Union Bank in 2002. Mr. Gray was co-founder of Harbor Bank headquartered in Long Beach in 1974, and he served as Chairman of the Board and CEO from 1976 until the sale of Harbor Bank to City National Bank in early 1998. Mr. Gray was President of the California Bankers Association in 1985-1986 and was a member of the Board of Directors of the American Bankers Association from 1991-1996. Mr. Gray was one of the founding members of the FDIC's national community bank advisory committee, serving from 2009-2012. Mr. Gray is an active member of the Long Beach community, as he was the founding Chairman of the Aquarium of the Pacific, a past President of the Chamber of Commerce, the Port of Long Beach Board of Harbor Commissioners, and Chairman of the United Way. Mr. Gray has served as an elected member of the Board of Education in Long Beach and as a Trustee for the Long Beach Community College district. Mr. Gray also served as a Trustee for the California State University system from 1990-1999.

Peter H. Hui has served as Chairman of the Bank since August 2005. Mr. Hui has been President of Hospitality Unlimited Investments, Inc. since 1986. He also is an accomplished hotel and real estate broker in the city of Cerritos. He has 33 years of experience in the hospitality business as owner, developer, management company, operator, or general manager with Hilton, Holiday Inn, Ramada Inn, and Quality Inn, among others. He also has been a partner in Petra Pacific Insurance Service Inc. since 1991, also located in the city of Cerritos. Mr. Hui attained his BA degree from Southwest State University in Marshall, Minnesota and also graduated from UCLA's Executive Program in Los Angeles, California. Mr. Hui also is licensed as a real estate broker and is a former instructor on Hotel Management at California Poly University in Pomona, California. Mr. Hui is a former member of the Ramada Franchise Counsel and the Rotary Club.

Fred Jensen has been extensively involved in the banking industry for over 40 years. In 2005, Mr. Jensen was a Director and Audit Committee Chairman and Member of Loan Committee of Beach Business Bank which was headquartered in Manhattan Beach, California and then it was sold to First PacTrust Bancorp in 2011, where he served as Director and Audit Committee Chairman and Member of Loan Committee until 2013. Mr. Jensen previously held several positions in senior management and on boards of directors of commercial banks including Security Pacific Bank, Los Angeles (1999-2005), First Bank and Trust, Irvine (Formerly Queen City Bank) (1995-1999), Aktiv Bank Holding Bank, Long Beach, (1982-1992), National Bank of Long Beach, Long Beach (1980-1992) and American City Bank, Los Angeles (1971-1979). Mr. Jensen was Director of California Bankers Insurance Services and Chairman of Bank Group California. He served as Director of the Federal Reserve Bank of San Francisco, Los Angeles Branch from 1987-1993, and was the President of the California Bankers Association in 1992. Mr. Jensen is an active member of the Long Beach community, as he has served as President and Director of Long Beach Area Certified Development Corporation, Director of the Aquarium of the Pacific, and as a Trustee for the Long Beach Memorial Medical Center Foundation, and Boys and Girls Clubs of Long Beach. Mr. Jensen also served as a member of the Advisory Board of the California State University Long Beach, School of Business Administration.

Pravin C. Pranav has served on the Board of Directors of First Choice Bank since 2005 and is currently the Chairman of the Personnel Committee. He is also a member of the Audit and Loan Committee. Mr. Pranav is an active member of his community. He has been a member of the Bellflower Rotary Club for over 15 years. For the last 4 years he has served as the Treasurer of the Club and its Foundation. Mr. Pranav is also active in the Sanatan Temple, a leading Hindu temple in Southern California. He currently serves as the Treasurer of this non-profit organization. Prior to joining First Choice Bank, Mr. Pranav was, and continues to serve as, President and Chief Executive Officer of Abacus Payroll Services, Inc. In this position, Mr. Pranav has built a

responsive organization that consistently delivers results by aligning business initiatives with customer needs, with constant improvement to service and business practices. In all, Mr. Pranav has over 35 years of experience in finance and operations management, with an emphasis on strategic planning and growth management. He holds a degree in Chartered Accounting from the Institute of Chartered Accountants of England and Wales.

Uka Solanki has served as Director since October 2012. Mr. Solanki is President and CEO of Big Saver Foods, Inc. Mr. Solanki has displayed business leadership and philanthropic efforts which have earned him much recognition. In 2002, Mr. Solanki was voted "Entrepreneur of the Year" for the greater Los Angeles area by Ernst & Young, and was named "Man of the Year" in 2003 by the San Gabriel Valley Council of the Boy Scouts of America. Additionally, he was the recipient of Rotary International's distinguished Paul Harris Award honoring his community leadership and involvement.

Phillip T. Thong is a Certified Public Accountant / Business Advisor. He is the Founder / Partner of Thong, Yu, Wong & Lee, LLP, which he founded in 1981. Thong, Yu, Wong & Lee, LLP is one of the largest Chinese American CPA firms in California. Its clientele is largely comprised of U.S. and Asian, privately and publicly held companies. Mr. Thong currently is a member of the Advisory Board of the Cambodian American Chamber of Commerce and Cambodia Town Inc. He is a member of American Institute of Certified Public Accountants and California Society of Certified Public Accountants. Formerly, Mr. Thong was a board member of the Indonesia Business Society and a member of the advisor board of the Senate Select Committee on Small Business Enterprises. Mr. Thong previously served as a member of the Board of Directors and Chairman of the Audit Committee at International Bank of California. Mr. Thong holds a BS degree in Accounting from West Coast University in Los Angeles, California and a Master's in Business Administration from Cal State Polytechnic in Pomona, California.

Other Executive Officers

Yvonne Liu Chen has served as the Bank's Executive Vice President and Chief Financial Officer ("CFO") since September 2007. From 1997 until 2007, Ms. Chen served in several accounting management positions at ChinaTrust Bank, Trust Bank and East West Bank. From 1986 until 1997, Ms. Chen held positions from Senior Auditor at PricewaterhouseCoopers, Taipei, Taiwan to Department Manager at China Securities Co. Ltd., Taipei, Taiwan. Ms. Chen received a BS degree in Business Administration/Accounting from Soochow University, Taipei, Taiwan, and a Master Degree in Accountancy from California State University and is a Certified Public Accountant as per the California Board of Accountancy.

Gene May has served as the Executive Vice President and Chief Credit Officer ("CCO") of the Bank since November 2011. His professional experience began with a 6 ½ year term with the Federal Deposit Insurance Corporation in the Division of Bank Liquidation beginning in 1975. Mr. May has more than 30 years of experience in the banking industry, specializing in consumer and commercial lending, and has held numerous management positions, most recently with Torrey Pines Bank, Pacific Western Bank, and First Pacific Bancorp. Mr. May obtained his BS degree in Accounting from Stephen F. Austin State University, Texas.

Yolanda Su has served as the Executive Vice President and Chief Operations Administrator ("COA") of the Bank since it commenced operations in August 2005. From July 2003 until August 2005, Ms. Su worked at organizing the Bank. From July 2003 to June 2005, Ms. Su performed internal auditing services for M.P. Romano Associates on a contractual basis. From 1991 until 2003, Ms. Su was with First Continental Bank, where she served as Senior Vice President and Cashier during her last five years at that bank. Ms. Su has over 20 years of experience in operations department, operations compliance, human resources, and information systems. Ms. Su attained her BS degree in Business Management from the College of Holy Spirit in Manila, Philippines.

The Board of Directors and Board Committees

During 2016, the Board of Directors of the Bank held twelve (12) regular meetings and one (1) special meeting(s). In addition to meeting as a group to review the Bank's business, certain members of the Board of Directors of the Bank also devote their time and talents to the following standing committees:

Audit Committee. The Audit Committee consists of directors Thong (Chairman), Gray, and Jensen. The Audit Committee met twelve (12) times in 2016. The purpose of the Audit Committee is to review the reports of the outside auditors of the Bank in order to fulfill the legal and technical requirements necessary to protect the directors, shareholders, employees, and depositors of the Bank. In addition, it is the responsibility of the Audit Committee to select the Bank's independent accountants and to make certain that the independent accountants have the necessary freedom and independence to examine all Bank records. The Audit Committee also reviews the scope of independent and internal audits and assesses the results. The Audit Committee periodically reviews the Bank's accounting and financial operations, including the adequacy of the Bank's financial and accounting personnel. Further, the Audit Committee pre-approves all audit and permissible non-audit services to be performed by the independent accountants, with certain de minimis exceptions. No member of the Audit Committee, other than in his capacity as a member of the Board of Directors or Audit Committee, may accept any consulting, advisory or other compensatory fee from the Bank.

The Board of Directors believes it is important for the Audit Committee to be composed entirely of non-employee directors who qualify as “independent” under the rules of the Securities and Exchange Commission and Nasdaq’s listing standards. Accordingly, the Board of Directors has determined that each of the members of the Audit Committee meets both the SEC’s and Nasdaq’s definitions of independence for purposes of service on the Company’s Audit Committee. Further, the Board has determined that each of the members of the Audit Committee has sufficient accounting or related financial management expertise to serve on that Committee and that each of Messrs. Thong, Chan, Jensen and Pranav meet the qualifications of an “audit committee financial expert” as such term is defined in the rules and regulations of the Securities and Exchange Commission.

Directors’ Loan Committee. The Directors’ Loan Committee consists of directors Hui (Chairman), Bhakta, Gray, Jensen, Thong, CEO Franko, CCO May, and SVP Michael Martin. The Directors’ Loan Committee met twelve (12) times in 2016. The Directors’ Loan Committee is responsible for establishing loan policies, approving certain credit facilities, setting credit approval limits and reviewing the Bank’s loan portfolios and adequacy of the allowance for loan losses.

Personnel/Compensation Committee. The Personnel/Compensation Committee, of which directors Pranav (Chairman), Bhakta, Chan, Hui, Solanki, CEO Franko, COA Su and Human Resources Manager, Brooke Crockett, are members, met eleven (11) times in 2016 in connection with personnel matters. The Personnel/Compensation Committee oversees actions relating to hiring, termination, salary and promotions; reviews and approves the personnel budget, benefit program, incentive programs including stock options, bonuses, and related items; and verifies that management follows proper procedures to recognize adverse trends in turnover and to maintain adequate staffing levels. Further, the Personnel/Compensation Committee is responsible for the oversight of the executive compensation policy of the Bank and reviews individual compensation packages of executive officers as well as all employee compensation plans to ensure that the compensation plans offered do not lead executive officers and employees to take unnecessary and excessive risks that could threaten the value of the Bank while at the same time allow the Bank to recruit and maintain experienced, talented bankers.

All Directors of the Bank attended at least 75% of the meetings of the Board of Directors.

Director Compensation

Effective January 2017, the Board of Directors approved Director Compensation of \$1,500 per board meeting attended and \$750 per committee membership.

Director Compensation in Fiscal 2016

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Option Awards (\$)⁴</u>	<u>Stock Awards (\$)⁵</u>
Roshan H. Bhakta	\$20,000	0	19,600
Homer Wai Chan	\$17,000	0	17,100
James H. Gray	\$26,500	1,400	16,200
Peter H. Hui	\$35,500	0	31,700
Fred Jensen	\$27,000	1,400	16,200
Pravin C. Pranav	\$21,250	0	22,000
Uka Solanki	\$15,500	1,200	11,600
Phillip T. Thong	\$29,000	0	28,100

⁴ Amounts in this column represent the compensation expense for the fiscal year associated with stock option awards made prior to 2015 based on the aggregate grant date fair value computed in accordance with FASB Accounting Standards Codification ("ASC") Topic No. 718, Compensation—Stock Compensation.

⁵ Amounts in this column represent the compensation expense for the fiscal year associated with restricted stock awards valued at the fair market value of the Bank's common stock on the date of award.

Executive Compensation

The following summary compensation table sets forth, for the last two (2) completed fiscal years, the cash and certain other compensation paid by the Bank to the Bank's executive officers whose total annual salary and bonus for the fiscal year ended December 31, 2016 exceeded \$100,000 and were serving as executive officers as of December 31, 2016.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Option Awards (\$) ⁶	Stock Awards (\$) ⁷	All Other Compensation (\$) ⁸	Total (\$)
Yvonne Liu Chen	2016	175,000	60,000	0	41,400	18,430	294,830
	2015	165,760	29,000	0	30,400	12,770	237,930
Robert M. Franko	2016	315,000	100,000	9,800	63,600	12,430	500,830
	2015	300,000	45,000	9,800	51,100	11,850	417,750
Gene May	2016	195,000	50,000	4,100	56,200	7,130	312,430
	2015	178,000	40,000	4,500	46,200	13,000	281,700
Yolanda Su	2016	175,000	65,000	0	36,600	21,600	298,200
	2015	165,760	25,000	0	26,600	21,600	238,960

⁶ Amounts in this column represent the compensation expense for the fiscal year associated with stock option awards made prior to 2016 based on the aggregate grant date fair value computed in accordance with FAS 123R

⁷ Amounts in this column represent the compensation expense for the fiscal year associated with restricted stock awards valued at the fair market value of the Bank's common stock on the date of award

⁸ Represents the dollar value of other annual compensation not properly categorized as salary or bonus; including (i) perquisites and other personal benefits, securities or property, including consulting fees and automobile allowance; (ii) health insurance premiums; (iii) contributions to direct contribution plans; (iv) above-market or preferential earnings on restricted stock, options, stock appreciation rights ("SARs") or deferred compensation paid during the fiscal year or payable during that period but deferred at the election of the named executive officer; (v) earnings on long-term incentive plan ("LTIP") compensation paid during the fiscal year or payable during that period but deferred at the election of the named executive officer; (vi) amounts reimbursed during the fiscal year for the payment of taxes; (vii) the dollar value of the difference between the price paid by a named executive officer for any security of the Bank purchased from the Bank (through deferral of salary or bonus, or otherwise), and the fair market value of such security at the date of purchase, unless that discount is available generally, either to all security holders or to all salaried employees of the registrant; (viii) severance payment and/or accruals; and (ix) change in control payments and/or accruals. All Other Compensation details for fiscal years 2015 and 2016:

Name	Year	Perquisites (\$)	Health Insurance Premiums (\$)
Yvonne Liu Chen	2016	6,000	12,430
	2015	6,000	6,770
Robert M. Franko	2016	0	12,430
	2015	0	11,850
Gene May	2016	6,000	1,130
	2015	6,000	7,000
Yolanda Su	2016	6,000	15,600
	2015	6,000	15,600

The Bank's compensation practices for the executive officers have generally been designed to bind the interests of the Bank's key executives to the long-term performance of the Bank and its shareholders. The Bank tries to achieve overall compensation levels that are sufficiently competitive to retain talented executives and motivate those executives to achieve superior results while protecting the interests of the shareholders.

The Bank has agreed to pay Mr. Franko a current annual base compensation of \$315,000 per annum. In addition, the Bank has agreed to pay Mr. Franko a discretionary bonus; 30,000 stock options at an exercise price of \$12.25 per share, vesting over a five-year period; and a restricted stock award of 2,480 shares. The Bank also reimburses Mr. Franko for his actual mileage and telephone expenses, expense reimbursement, health and life insurance coverage and participation in other benefit plans of the Bank. Upon a termination without cause or due to a change of control, Mr. Franko will receive a lump sum severance payment in the amount of six (6) months of the then current annual salary.

The Bank does not have any employment contract with Mr. Gene May. Mr. May's annual base salary was \$195,000. In addition, the Bank has agreed to pay Mr. May a discretionary bonus, 20,000 stock options at an exercise price of \$8.50 per share, vesting over a five-year period and a stock award of 2,513 shares. The Bank also reimburses Mr. May for his auto allowance, telephone expenses, expense reimbursement, health and life insurance coverage and participation in other benefit plans of the Bank.

The Bank does not have any employment contract with Ms. Yolanda Su. Ms. Su's annual base salary was \$175,000. In addition, the Bank has agreed to pay Ms. Su a discretionary bonus, 28,000 stock options at an exercise price of \$8.50 per share, vesting over a five-year period and a stock award of 647 shares. The Bank also reimburses Mr. Su for her auto allowance, telephone expenses, expense reimbursement, health and life insurance coverage and participation in other benefit plans of the Bank.

The Bank does not have any employment contract with Ms. Yvonne Chen. Ms. Chen's annual base salary was \$175,000. In addition, the Bank has agreed to pay Ms. Chen a discretionary bonus, 20,000 stock options at an exercise price of \$8.50 per share, vesting over a five-year period and a stock award of 586 shares. The Bank also reimburses Ms. Chen for her auto allowance, telephone expenses, expense reimbursement, health and life insurance coverage and participation in other benefit plans of the Bank.

In addition to the compensation set forth above, it is anticipated that each senior officer will participate in any annual bonus or incentive compensation programs that may be adopted by the Board of Directors and will receive certain health and life insurance benefits and other incidental job-related benefits.

Omnibus Stock Incentive Plan

The Bank's 2013 Omnibus Stock Incentive Plan ("2013 Plan") was approved by its shareholders on May 9, 2013, and amended by the shareholders on June 4, 2015. Under the 2013 Plan, directors, officers, employees and employees may be granted options, stock appreciation rights, restricted stock awards, deferred stock awards and performance units. The 2013 Plan also allows for performance objectives upon which awards may be conditioned. The maximum number of shares as to which stock awards may be granted under the 2013 Plan is currently 1,390,620. This reserved share amount is subject to adjustments for stock splits, stock dividends, recapitalization or similar transactions. The 2013 Plan also provides for accelerated vesting if there is a change in control, as defined in the Plan. The Board of Directors believes that the 2013 Plan will advance the long-term success of the Bank by encouraging stock ownership

among key employees and members of the Board who are not employees ("Non-employee Directors"). The 2013 Plan is also intended to provide compensation that will be tax deductible by the Bank without regard to the limitations of Section 162(m) of the Internal Revenue Code (the "Code").

In the event an optionee ceases to be affiliated with the Bank for any reason other than disability, death or termination for cause, the stock options granted to such optionee shall expire at the earlier of the expiration dates specific for the options or ninety days after the optionee ceases to be so affiliated. During such period after cessation of affiliation, the optionee may exercise the option to the extent that it was exercisable as of the date of such termination, and thereafter the option expires in its entirety. If an optionee's stock option agreement so provides, and if an optionee's status as an eligible participant is terminated for cause, the options held by such person will expire thirty days after termination, although the Board may, in its sole discretion, within thirty days of such termination, reinstate the option. If the option is reinstated, the optionee will be permitted to exercise the option only to the extent, for such time, and upon such terms and conditions as if the optionee's status as an eligible participant had been terminated for a reason other than cause, disability or death, as described above.

The Bank's 2013 Omnibus Stock Incentive Plan, and all awards previously granted under the Bank's 2005 Stock Option Plan, terminate upon the dissolution or liquidation of the Bank, upon a consolidation, reorganization, or merger as a result of which the Bank is not the surviving corporation, or upon a sale of all or substantially all of the assets of the Bank. However, all awards theretofore granted become immediately exercisable in their entirety upon the occurrence of any of the foregoing, and any options not exercised immediately upon the occurrence of any of the foregoing events will terminate unless provision is made for the assumption or substitution thereof. As a result of the acceleration provisions, even if an outstanding award were not fully vested as to all increments at the time of the event, that award will become fully vested and exercisable. All awards outstanding at the time of the completion of the merger will survive and not become immediately exercisable.

The maximum number of shares as to which stock awards may be granted under the 2013 Plan is 1,390,620 shares. This reserved share amount is subject to adjustments by the Board as provided in the 2013 Plan for stock splits, stock dividends, recapitalizations and other similar transactions or events. As of June 6, 2017, awards covering 154,427 shares in the form of stock options or restricted stock grants are issued and outstanding, of which 62,400 option shares were vested, leaving 1,236,193 shares available for future awards.

In 2014, the Bank issued restricted stock grants to every Bank employee. In addition, bonuses and incentive compensation payments are made with 50% cash and 50% in the form of restricted shares of the Bank's common stock, which shares typically cliff vest on the anniversary of the grant date.

The 2013 Plan will terminate on the tenth anniversary of the date it was approved by shareholders, and no award will be granted under the 2013 Plan after that date.

As of December 31, 2016, there were exercisable stock awards consisting of stock options of 78,308 shares and restricted stock grants of 58,581 totaling 136,889 shares of the Bank's common stock.

The following table provides certain information as of December 31, 2016, regarding options granted to and exercisable by (i) the Bank's President and Chief Executive Officer and the other Executive Officers; and (ii) all directors, officers and employees as a group:

**EQUITY AWARDS
AT FISCAL YEAR END**

Outstanding Equity Awards at 2016 Fiscal Year End

Name	Option Awards⁹				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Dates	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (\$)¹⁰
Yvonne Liu Chen	10,816	0	7.86	2017–2018	352	5,850
Robert M. Franko	19,469	12,979	11.33	2023	1,088	18,080
Gene May	21,632	0	7.86	2021	1,509	25,080
Yolanda Su	8,653	0	7.86	2017	389	6,470
All Directors, Officers and Employees	78,308	19,000	7.86-11.33	2017-2024	58,563	973,320

⁹ The shares and option exercise price of option awards has been adjusted for the 4% stock dividend issued to shareholders on the record of April 15, 2015 and July 1, 2016.

¹⁰ The amounts shown represent the product of the number of shares and the fair value on December 31, 2016 of FCB's common stock, which was \$16.62.

From time to time, the Bank expects to grant stock options to other key salaried employees, officers, directors of and certain types of consultants to the Bank, at the fair market value of the Common Stock on the date of grant. Such other officers and employees have not as of this date, been selected and it is impossible at this time to identify such grantees or the number of options to be granted to them.

Other Programs

The Bank also provides its executive officers with perquisites and other personal benefits that are reasonable and consistent with its overall compensation program to attract and retain qualified executives and facilitates the performance of executives' management responsibilities. The Bank maintains a section 401(k) pension plan for substantially all employees. The Bank's matching contribution to the 401(k) pension plan is at the discretion of the Board of Directors each year. In 2016, the Board made 401(k) matching contributions. The Bank also offers additional life insurance coverage to executive officers and all employees under its group term life program. The death benefit under the group term life is based on the annual salary of the employee and premiums paid are imputed to each employee's income each fiscal year.

Certain Transactions

Some of our executive officers and directors and the companies with which they are associated have been customers of, and have had banking transactions with the Bank in the ordinary course of our business and we expect to continue to have such banking transactions in the future. All loans and commitments to lend included in such transactions have been made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons of similar credit worthiness, and in the opinion of our management have not involved more than the normal risk of repayment or presented any other unfavorable features. Any business relationship between us and our affiliates is regulated by law.

There have been no transactions with any vendors during 2016 to which the Bank was a party, in which the amount involved exceeded \$120,000, and in which any director (or nominee for director) of the Bank, executive officer of the Bank, any shareholder owning of record or beneficially 5% or more of Bank Common Stock, or any member of the immediate family of any of the foregoing persons, had a direct or indirect material interest.

Indebtedness of Management

Some of the current directors and executive officers of the Bank and the companies with which they are associated have been customers of, and have had banking transactions with the Bank, in the ordinary course of the Bank's business. The Bank expects to continue to have such banking transactions in the future. All loans and commitments to lend included in such transactions have been made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons of similar creditworthiness, and in the opinion of management of the Bank, have not involved more than the normal risk of repayment or presented any other unfavorable features. The total amount outstanding of indebtedness to directors and executive officers as of December 31, 2016 was \$2.902 million.

THE BOARD OF DIRECTORS INTENDS TO VOTE ALL SHARES OF COMMON STOCK IN FAVOR OF ELECTION OF EACH OF THE NOMINEES. YOU ARE URGED TO VOTE TO ELECT THE NINE (9) NOMINEES SET FORTH HEREIN TO SERVE UNTIL THE 2018 ANNUAL MEETING OF SHAREHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS SHALL BE ELECTED AND QUALIFIED.

The Board of Directors recommends a vote "FOR" the Election of Directors.

PROPOSAL 2

PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION TO INCREASE AUTHORIZED SHARES OF COMMON STOCK AND PREFERRED STOCK

On June 22, 2017, the Board of Directors approved an amendment to Article THREE of the Bank's Articles of Incorporation to increase the number of authorized shares of common stock from 25,000,000 to 100,000,000, and the number of authorized shares of preferred stock from 10,000,000 to 100,000,000, subject to approval by the holders of a majority of the aggregate outstanding shares of Common Stock.

Upon approval by our shareholders, the balance of the increased number of authorized shares of Common Stock will be available for issuance from time to time for such other purposes as the Board of Directors may approve, and no further vote of shareholders of the Bank will be required, except as provided under California law. In addition to accommodating the granting and exercise of any stock option or other award under the 2013 Plan that are granted in Common Stock, the availability of additional shares of Common Stock for issuance will also afford the Bank greater flexibility in acting upon proposed transactions, such as stock dividends, mergers and acquisitions, and possible additional infusions of capital into the Bank. The Bank does not have any proposed stock dividends, mergers, acquisitions, infusion of capital or other transactions pending at this time.

The additional shares of Common Stock for which authorization is sought would have identical rights as the shares of Common Stock of the Bank now authorized. Holders of Common Stock do not have preemptive rights to subscribe for any additional securities which may be issued by the Bank. The issuance of additional shares of Common Stock to new investors may have the effect of diluting the interest of existing shareholders of the Bank. This proposal must be approved by a majority of the outstanding shares of the aggregate number of shares of the Bank's Common Stock. A form of the Certificate of Amendment of Articles of Incorporation must then be approved by the California Department of Business Oversight and thereafter filed with the California Secretary of State to become effective.

Proposed Amendment to Articles of Incorporation

The first paragraph of Article THREE of the existing provision of our Articles of Incorporation, as amended, regarding authorized stock currently provides as follows:

"THREE. This Corporation is authorized to issue two classes of shares of stock: one class of shares to be called "Serial Preferred Stock" and the second class of shares to be called

‘Common Stock.’ The total number of shares of stock which the corporation shall have authority to issue is 35,000,000, of which 10,000,000 shall be Serial Preferred Stock and 25,000,000 shall be Common Stock.”

As amended, the first paragraph of Article THREE of the existing provision of our Articles of Incorporation, as amended, regarding authorized stock would read as follows:

"THREE. This Corporation is authorized to issue two classes of shares of stock: one class of shares to be called “Serial Preferred Stock” and the second class of shares to be called ‘Common Stock.’ The total number of shares of stock which the corporation shall have authority to issue is 200,000,000, of which 100,000,000 shall be Serial Preferred Stock and 100,000,000 shall be Common Stock.”

Recommendation of Management

The Board of Directors of the Bank believes that the approval of the proposed amendment to the Articles of Incorporation to increase the number of authorized shares of Common Stock of the Bank from 25,000,000 to 100,000,000, and the number of authorized shares of Preferred Stock of the Bank from 10,000,000 to 100,000,000, is in the best interests of the Bank and therefore recommends that you tender your proxy in favor of the proposal. The affirmative vote of the holders of at least a majority of the outstanding shares of the Bank’s Common Stock to approve this proposal.

THE BOARD OF DIRECTORS INTENDS TO VOTE ALL SHARES OF COMMON STOCK IN FAVOR OF THE PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION TO INCREASE IN THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK AND PREFERRED STOCK. YOU ARE URGED TO VOTE TO APPROVE THE INCREASE IN THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.

The Board of Directors recommends a vote "FOR" the proposed amendment to the Bank’s articles of incorporation that would increase in the number of authorized shares of common stock.

ACCOUNTANTS

The Bank’s independent certified public accountants for the year 2016 were Vavrinek, Trine, Day & Co. (“VTD”).

PROPOSALS BY SHAREHOLDERS AT 2018 ANNUAL MEETING

In order to be eligible for inclusion in the Bank's proxy statement and proxy card for the next Annual Meeting of Shareholders, shareholder proposals must be received by the Secretary of the Bank at its principal executive offices no later than December 31, 2017. However, in order for such shareholder proposals to be eligible to be brought before the shareholders at the next annual meeting, the shareholder submitting such proposals must also comply with the procedures, including the deadlines, required by the Bank's Bylaws. Shareholder nominations of Directors are not shareholder proposals and are not eligible for inclusion in the Bank's proxy statement.

OTHER BUSINESS

Management does not know of any matters to be presented to the Meeting other than those set forth above. However, if other matters properly come before the Meeting, it is the intention of the persons named in the accompanying proxy to vote said proxy in accordance with the recommendation of management and authority to do so is included in the proxy.

THE ENCLOSED PROXY SHOULD BE COMPLETED, DATED, SIGNED AND RETURNED IN THE ENCLOSED POSTAGE-PAID ENVELOPE. YOUR PROMPT MAILING OF THE SIGNED PROXY WILL BE APPRECIATED.

THE PROXY IS AVAILABLE ELECTRONICALLY AT www.envisionreports.com/FCBK.

IF YOU VOTE VIA THE INTERNET, YOUR VOTE WILL ALSO BE CONSIDERED AS YOUR CONSENT TO VOTE ELECTRONICALLY AS PROVIDED IN SECTIONS 20, 21, 600 AND 601 OF THE CALIFORNIA GENERAL CORPORATIONS LAW, AS AUTHORIZED BY THE BANK'S AMENDED AND RESTATED BYLAWS.

YOUR PROMPT VOTING IS GREATLY APPRECIATED.

FIRST CHOICE BANK



Peter H. Hui
Chairman of the Board

June 14, 2017

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE SHAREHOLDER MEETING TO BE HELD ON JULY 31, 2017**

The Proxy Materials and 2016 Annual Report are available on the Internet at

WWW.ENVISIONREPORTS.COM/FCBK