EXHIBIT 1
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 14, 2008

UCBH Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of Incorporation)

000-24947
(Commission File Number)

94-3072450
(IRS Employer Identification No.)

555 Montgomery Street
San Francisco, California
(Address of principal executive offices)

94111
(Zip Code)

Registrant’s telephone number, including area code: (415) 315-2800

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
TABLE OF CONTENTS

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

SIGNATURES
EXHIBIT 10.1
EXHIBIT 10.2
EXHIBIT 10.3
EXHIBIT 10.4
EXHIBIT 10.5
ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On November 14, 2008, UCBH Holdings, Inc. (the “Company”) entered into a Letter Agreement incorporating the terms of the Securities Agreement — Standard Terms (the “Purchase Agreement”) with the United States Department of the Treasury (the “Treasury”). Simultaneously with this Current Report on Form 8-K, the Company filed another Current Report on Form 8-K regarding the Purchase Agreement and transactions contemplated thereby.

Under the terms of the Purchase Agreement, the Company amended certain employment and change in control agreements to the extent necessary to be in compliance with the executive compensation and corporate governance requirements of Section 111(b) of the Emergency Economic Stabilization Act of 2008 (“EESA”). The applicable executive compensation requirements under the EESA apply to the compensation of the Company’s Chief Executive Officer, Chief Financial Officer and three other most highly compensated senior executive officers. The Company’s Chairman, President and Chief Executive Officer is Thomas S. Wu and its Executive Vice President and Chief Financial Officer is Craig S. On. The Company’s three other most highly compensated senior executives are Executive Vice Presidents John M. Kerr, Ebrahim Shabudin, and Ka Wah Tsui.

Specifically, on November 14, 2008, consistent with its obligations under the Purchase Agreement, the Company entered into amendments to certain employment and change in control agreements (collectively, the “Amendments”) with Mr. Wu, Mr. Kerr, Mr. Shabudin and Mr. Tsui, respectively, among other things, to prevent the payment of golden parachute payments to such executives. Such restrictions apply during the period that the Treasury owns any securities acquired pursuant to the Purchase Agreement or a Warrant issued to the Treasury pursuant to the Purchase Agreement. Furthermore, the Amendments include, among other things, certain provisions in compliance with the documentary compliance requirements under Section 409A of the Internal Revenue Code of 1986, as amended (“Section 409A”).

Also, on November 14, 2008, the Company entered into a Change in Control Agreement (the “CIC Agreement”) with Mr. On (the “CFO”), which contains compensation arrangements in compliance with the EESA and Section 409A. In addition, the CIC Agreement provides that in the event of the CFO’s voluntary or involuntary termination following a change in control of the Company, unless termination is for cause, the CFO or, in the event of death, the CFO’s beneficiary, will be entitled to receive a severance payment equal to three times the CFO’s highest annual compensation for the three years preceding the Change in Control. The definition of “annual compensation” includes base salary plus bonus. The Company would also continue, and pay for, the CFO’s life, medical and disability insurance coverage for thirty-six (36) months from the date of termination or resignation. The CIC Agreement provides that commencing on the first anniversary date and continuing on each anniversary thereafter, the Company’s CIC Agreement may be renewed by the Board of Directors for an additional year. The Change in Control Agreement dated July 27, 2005 by and between the Company and Mr. On was superseded by the CIC Agreement.

Copies of the Amendments and the CIC Agreement are being filed as exhibits to this Current Report on Form 8-K and are incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>10.1</td>
<td>Amendment to Employment Agreement, dated November 14, 2008, between UCBH Holdings, Inc. and Thomas S. Wu</td>
</tr>
<tr>
<td>10.2</td>
<td>Change in Control Agreement, dated November 14, 2008, between UCBH Holdings, Inc. and Craig S. On</td>
</tr>
<tr>
<td>10.3</td>
<td>Amendment to Change in Control Agreement, dated November 14, 2008, between UCBH Holdings, Inc. and John M. Kerr</td>
</tr>
<tr>
<td>10.4</td>
<td>Amendment to Change in Control Agreement, dated November 14, 2008, between UCBH Holdings, Inc. and Ebrahim Shabudin</td>
</tr>
<tr>
<td>10.5</td>
<td>Amendment to Change in Control Agreement, dated November 14, 2008, between UCBH Holdings, Inc. and Ka Wah Tsui</td>
</tr>
</tbody>
</table>
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 20, 2008

By: /s/ Craig S. On
Craig S. On
Executive Vice President and Chief Financial Officer
EXHIBIT 2
# Table of Contents

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

**FORM 10-K**

(Mark One)

þ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the fiscal year ended **December 31, 2008.**

OR

o Transition Report under Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from __________ to __________.

Commission File Number: **000-24947**

**UCBH Holdings, Inc.**
(Exact name of registrant as specified in its charter)

*Delaware* 94-3072450
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

555 Montgomery Street, San Francisco, 94111
(California) (Address of principal executive offices) (Zip Code)

Registrant’s telephone number, including area code: **(415) 315-2800**

Securities registered pursuant to Section 12(b) of the Act:
Common Stock, Par Value $0.01 Per Share

Name of each exchange on which registered:
The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:
Preferred Stock Purchase Rights

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

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

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

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

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

Large accelerated filer o Accelerated filer þ Non-accelerated filer o Smaller reporting company o
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ
The aggregate market value of the common stock held by non-affiliates of the registrant is $245,025,266 and is based upon the last sales price as quoted on the NASDAQ Global Select Market as of June 30, 2008.

As of January 31, 2009, the Registrant had 120,436,096 shares of common stock, par value $0.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Proxy Statement for the May 21, 2009, Annual Meeting of Stockholders is incorporated by reference into Part III.
earnings, revenues, gains or other criteria, (iv) prohibitions on compensation plans that encourage manipulation of reported earnings, (v) retroactive review of bonuses, retention awards and other compensation previously provided by TARP recipients if found by the U.S. Treasury to be inconsistent with the purposes of TARP or otherwise contrary to public interest, (vi) required establishment of a company-wide policy regarding "excessive or luxury expenditures," and (vii) inclusion in a participant's proxy statements for annual shareholder meetings of a nonbinding "Say on Pay" shareholder vote on the compensation of executives.

Employees

At December 31, 2008, we had 1,542 employees. None of the employees are covered by a collective bargaining agreement. The Company believes that the relationship with its employees are good.

Website Access to Company Reports

Our corporate Internet address is www.ucbh.com. We make available free of charge through our Internet website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

The public may read and copy any materials that the Company files with the SEC at the SEC’s Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The Internet address of the SEC website is www.sec.gov.

Executive Officers of the Registrant

The following table sets forth the names, ages and positions of the executive officers of UCBH and UCB as of December 31, 2008. There are no family relationships between any director or executive officer and any other director or executive officer of UCBH or UCB.

<table>
<thead>
<tr>
<th>Name</th>
<th>Age</th>
<th>Position with UCBH and UCB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thomas S. Wu</td>
<td>50</td>
<td>Chairman, President and Chief Executive Officer</td>
</tr>
<tr>
<td>Craig S. On</td>
<td>56</td>
<td>Executive Vice President and Chief Financial Officer</td>
</tr>
<tr>
<td>Daniel M. Gautsch</td>
<td>61</td>
<td>Executive Vice President and Chief Risk and Compliance Officer</td>
</tr>
<tr>
<td>William J. Laraia</td>
<td>73</td>
<td>Executive Vice President and Director of the New York Region</td>
</tr>
<tr>
<td>Sylvia Loh</td>
<td>53</td>
<td>Executive Vice President and Chairman of UCB/China Minsheng</td>
</tr>
<tr>
<td>Ebrahim Shabudin</td>
<td>60</td>
<td>Executive Vice President and Chief Operating Officer and Chief</td>
</tr>
<tr>
<td>Ka Wah Tsui</td>
<td>55</td>
<td>Executive Vice President and General Manager, Greater China</td>
</tr>
<tr>
<td>David Yu</td>
<td>57</td>
<td>Executive Vice President and Director of the Southeast Region</td>
</tr>
<tr>
<td>John M. Cinderey</td>
<td>61</td>
<td>Executive Vice President and Director of Commercial Banking</td>
</tr>
<tr>
<td>John M. Kerr</td>
<td>62</td>
<td>Executive Vice President and Director of Portfolio Management and Credit Compliance</td>
</tr>
<tr>
<td>Dennis A. Lee</td>
<td>66</td>
<td>Senior Vice President, Corporate Counsel and Assistant Corporate Secretary</td>
</tr>
<tr>
<td>Jonas B. Miller</td>
<td>37</td>
<td>Senior Vice President and Treasurer</td>
</tr>
<tr>
<td>Douglas J. Mitchell</td>
<td>39</td>
<td>Senior Vice President and Director of Corporate Development and Investor Relations</td>
</tr>
<tr>
<td>Robert C. Nagel</td>
<td>54</td>
<td>Senior Vice President and Chief Audit Executive</td>
</tr>
<tr>
<td>Martha F. Perry</td>
<td>60</td>
<td>Senior Vice President and Director of Financial Planning and Analysis</td>
</tr>
<tr>
<td>Burton D. Thompson</td>
<td>48</td>
<td>Senior Vice President and Corporate Controller</td>
</tr>
</tbody>
</table>
The Chief Executive Officer updates UCBH’s and UCB’s Management Succession Plan on an annual basis for review by the Compensation Committee and the Board of Directors.

Mr. Thomas S. Wu has been Chairman, President, and Chief Executive Officer of UCBH and UCB since October 10, 2001. Prior to this appointment, Mr. Wu served as President and Chief Executive Officer of UCB effective January 1, 1998. Prior to that appointment, Mr. Wu was an Executive Vice President and Director of UCB as of September 25, 1997. Mr. Wu was elected President and Chief Executive Officer of UCBH effective March 26, 1998, and as a director of UCBH on April 17, 1998. Previously, Mr. Wu was the Director of Customer Care for Pacific Link Communications Limited in Hong Kong where he was responsible for formulating and implementing customer care, customer retention and customer communications strategies. Mr. Wu also served as Vice President and Regional Manager of UCB’s Southern California Retail Banking Division from 1991 to 1992. Prior to joining UCBH, Mr. Wu held various banking positions with First Pacific Bank in Hong Kong, Chase Manhattan Bank, Banque Nationale De Paris and Standard Chartered Bank.

Mr. Craig S. On was appointed Executive Vice President and Chief Financial Officer of UCBH and UCB effective October 23, 2008. Mr. On has been serving as Senior Vice President and Interim Chief Financial Officer of the Company since May 2008. Prior to that, he had served as the Company’s Deputy Chief Financial Officer since March 2008, and Senior Vice President and Corporate Controller since June 2005. Mr. On joined UCB after a twenty-one year career with the public accounting firm of Deloitte & Touche LLP, where he served in the capacity of Audit Director and oversaw the audits of commercial and community banks, investment management and hedge fund companies, as well as multi-lateral development banks and mortgage banking organizations.

Mr. Daniel M. Gautsch was appointed Executive Vice President and Chief Risk and Compliance Officer of UCBH and UCB effective August 23, 2006. Prior to this appointment, Mr. Gautsch was Executive Vice President and Director of Enterprise Risk Management of UCBH and UCB since February 7, 2005. Prior to joining UCB, Mr. Gautsch was the Assistant Regional Director, San Francisco Region of the FDIC responsible for overseeing over 270 insured institutions in Alaska, Hawaii, Northern California, Oregon, Washington and the Pacific Rim. His career at the FDIC spanned more than 30 years during which he served in various management and other positions.

Mr. William J. Laraia was appointed Executive Vice President and Director of the New York Region of UCBH and UCB effective January 1, 2007. Prior to this appointment, Mr. Laraia was formerly the Chairman, President and Chief Executive Officer of Great Eastern Bank (“GEB”). Prior to serving at GEB, Mr. Laraia served as Chairman and Chief Executive Officer of Apple Bank for Savings in New York City from 1991 to 1996 and as Executive Vice President and Group Head of National Westminster Bancorp’s Community Banking Group, where he managed the activities of the retail bank, from 1984 to 1991. Prior to joining National Westminster Bancorp, Mr. Laraia ran the Long Island Commercial Lending Division for Chemical Bank.

Ms. Sylvia Loh was appointed Executive Vice President and Chairman of UCB/China Minsheng Banking Corporation Strategic Alliance Task Force effective January 2008. Prior to this appointment, she was Executive Vice President and Chief Lending Officer of UCBH and UCB since August 1, 2005. Prior to this appointment, Ms. Loh served as Executive Vice President and Director of Commercial Banking of UCBH and UCB from July 1, 2002 to August 1, 2005, and joined UCB as Vice President and Head of Commercial Banking in January 1996. From 1992 to 1996, Ms. Loh held the position of Vice President, Relationship Manager at Bank of America, International Trade Division.

Mr. Ebrahim Shabudin has been Executive Vice President and Chief Operating Officer of UCBH and UCB since August 1, 2005. Prior to this appointment, Mr. Shabudin served as Executive Vice President and Chief Credit Officer of UCBH and UCB since January 1, 2004. Prior to joining UCBH, Mr. Shabudin was the Managing Director of Credit Risk Management with Deloitte & Touche LLP. Prior to that, Mr. Shabudin worked for Bank of America in various management positions for over 25 years with the most recent experience as a Senior Vice President and Credit Policy Executive.
Mr. Ka Wah Tsui has been Executive Vice President and General Manager, Greater China Region of UCBH and UCB since January 1, 2005. Prior to this appointment, he served as Senior Vice President and General Manager of our Hong Kong Branch since September 2003. Previously, Mr. Tsui held various management positions at Citibank, First Pacific Bank and International Bank of Asia in Hong Kong.

Mr. David Yu was appointed Executive Vice President and Director of the Southeast Region of UCBH and UCB effective December 30, 2006. Prior to joining UCB, Mr. Yu was the President of Summit Bank Corporation and Chairman of The Summit National Bank. Mr. Yu served as President and CEO of the Company until December 1989, at which time he was elected Chairman of the Board of Directors of The Summit National Bank. Mr. Yu was the founder and organizer of the Summit Bank Corporation and The Summit National Bank. Before organizing the Summit Bank Corporation and The Summit National Bank, Mr. Yu worked for The Citizens and Southern National Bank and First National Bank of Atlanta. From 1976 to 1980, Mr. Yu was employed as an Assistant National Bank Examiner by the Office of the Comptroller of the Currency in Atlanta.

Mr. John M. Cinderey was appointed Executive Vice President and Director of Commercial Banking of UCBH and UCB effective January 2008. Prior to this appointment, he served as Senior Vice President and Director of Real Estate Lending since November 2006 and Senior Vice President and Senior Credit Approval Officer of the Commercial Banking Division of UCB from May 2004 to November 2006. Prior to joining UCB, Mr. Cinderey spent over 20 years with Bank of America and over 10 years at other financial institutions, including Mount Diablo National Bank, GMAC Commercial Finance and Union Bank of California in various management functions.

Mr. John M. Kerr was Executive Vice President and Director of Portfolio Management and Credit Compliance of UCBH and UCB as of December 31, 2008. Prior to this appointment, he served as Senior Vice President and Chief Credit Officer since October 13, 2005. Prior to joining UCB, Mr. Kerr served as Senior Portfolio Manager for Primus Financial Products, an AAA-rated credit insurer in New York and a company in which he played a key role in building the business from a start-up in 2002 to its going public in 2004. Prior to that, Mr. Kerr was with Bank of America for 18 years, where he held senior positions in credit approval, corporate and commercial banking, private banking, and international banking. He also spent 11 years with Royal Bank of Canada in business development and credit in corporate and commercial banking, in strategic planning, and in international banking.

Mr. Dennis A. Lee has been Senior Vice President and Corporate Counsel of UCBH and UCB since January 1, 2001. Prior to that appointment, he served as Vice President and Corporate Counsel of UCBH and UCB since 1993.

Mr. Jonas B. Miller was appointed Senior Vice President and Treasurer of UCBH and UCB effective July 27, 2006. Prior to this appointment, he served as Senior Vice President and Treasurer of UCB from July 27, 2004 to July 27, 2006 and First Vice President and Treasurer of UCB from January 1, 2003 to July 27, 2004.

Mr. Douglas J. Mitchell was appointed Senior Vice President and Director of Corporate Development and Investor Relations of UCBH and UCB effective March 3, 2008. Mr. Mitchell joined UCB in 2004 and has been a major contributor in improving the Bank’s operations since that time. Over the past three years, he has helped the Bank implement many risk management solutions, including the Allowance for Loan Loss Methodology and Country Risk Management. He created and led the Business Technology Implementation group, which is responsible for new technology projects bank-wide, until it was transferred to IT at the end of 2006. Prior to joining UCB, Mr. Mitchell first spent seven years with ABN AMRO Bank in Chicago focusing initially on lending & retail banking and then on trading risk management, treasury, and bank ALM. Most recently, he spent seven years helping large and small banks and financial services companies implement solutions to risk management, operations, and technical accounting issues while working for Deloitte & Touche and Arthur Andersen in their Capital Markets consulting practices.

Mr. Robert C. Nagel was appointed as Senior Vice President and Chief Audit Executive of UCBH and UCB effective July 14, 2008. With 29 years of experience in banking with major financial institutions, including Wells Fargo, First Interstate, Union Bank of California and Charles Schwab, Mr. Nagel was most recently the Head of Internal Audit for the Charles Schwab Bank in San Francisco. Prior to internal audit, he held numerous positions including Relationship Manager, Regional Manager, Senior Credit Administrator and Director of Credit Review.
Ms. Martha F. Perry was appointed Senior Vice President and Director of Financial Planning & Analysis effective January 2008. Prior to this appointment she served as First Vice President and Director of Financial Planning & Analysis since November 2005. With over 35 years of financial services experience, prior to joining UCB Ms. Perry served as Vice President Finance for the Charles Schwab Corporation. Prior to that she served as the Chief Financial Officer for Civic Bank of Commerce, and also held various positions with the Federal Reserve Bank of San Francisco and Union Bank of California.

Mr. Burton D. Thompson has been Senior Vice President and Corporate Controller of UCBH and UCB effective August 1, 2008. Prior to this appointment, he served as Senior Vice President and Tax Director for the past two years. Prior to joining UCB, Mr. Thompson was Controller at Cosentino Wineries for 1 year, supporting their IPO on the London AIM exchange. Prior to that he was Controller/CFO at Charles Krug Winery for three years. That followed 15 years in public accounting, mainly with Deloitte & Touche's tax practice and with MKF as their director of assurance services.
The components of the allowance for loan losses and allowance for losses related to unfunded commitments for the years ended December 31, 2008, 2007, 2006, 2005 and 2004, were as follows (dollars in thousands):

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Balance at beginning of year:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Allowance for loan losses</td>
<td>$80,584</td>
<td>$62,015</td>
<td>$64,542</td>
<td>$56,472</td>
<td>$58,126</td>
</tr>
<tr>
<td>Allowance for losses - unfunded commitments</td>
<td>4,793</td>
<td>6,833</td>
<td>3,402</td>
<td>3,940</td>
<td>2,737</td>
</tr>
<tr>
<td>Total allowance for losses at beginning of year</td>
<td>85,377</td>
<td>68,848</td>
<td>67,944</td>
<td>60,412</td>
<td>60,863</td>
</tr>
<tr>
<td>Acquired allowance for loan losses</td>
<td>-</td>
<td>5,607</td>
<td>7,279</td>
<td>2,932</td>
<td>-</td>
</tr>
<tr>
<td>Provision for loan losses</td>
<td>262,943</td>
<td>20,181</td>
<td>3,842</td>
<td>6,091</td>
<td>4,202</td>
</tr>
<tr>
<td><strong>Total allowance for losses at end of year</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Allowance for loan losses</td>
<td>$230,439</td>
<td>$80,584</td>
<td>$62,015</td>
<td>$64,542</td>
<td>$56,472</td>
</tr>
<tr>
<td>Allowance for losses - unfunded commitments</td>
<td>4,648</td>
<td>4,793</td>
<td>6,833</td>
<td>3,402</td>
<td>3,940</td>
</tr>
<tr>
<td><strong>Total allowance for losses at end of year</strong></td>
<td>$235,087</td>
<td>$85,377</td>
<td>$68,848</td>
<td>$67,944</td>
<td>$60,863</td>
</tr>
</tbody>
</table>

**Allowance for loan losses to loans held in portfolio:** 2.66% 1.03% 0.93% 1.11% 1.39%

**Net charge-offs to average loans held in portfolio:** 1.33% 0.13% 0.17% 0.03% 0.11%
EXHIBIT 3
UCBH HOLDINGS, INC. REPORTS FIRST QUARTER 2009 FINANCIAL RESULTS

SAN FRANCISCO, April 23, 2009 — UCBH Holdings, Inc. (NASDAQ: UCBH), the holding company of United Commercial Bank (UCB® or the “Bank”), today reported a net loss of $0.78 per share. The loss in the quarter reflects a loan loss provision of $178.5 million, $12.6 million in nonperforming asset disposition expenses, and a $5.2 million write-down primarily related to a commercial mortgage-backed security (“CMBS”) and U.S. Government-Sponsored Enterprise (“GSE”) preferred stock investments, offset by $9.5 million in gains from sales of available-for-sale securities and a tax benefit of $83.9 million.

First Quarter 2009 Highlights

- Total core deposits grew by 2.78%, or 11.1% annualized. Noninterest-bearing deposits growth for the first quarter was 1.71%, or 6.84% annualized. Also, the growth of time deposits less than $100,000 was 2.50%, or 9.98% annualized.
- A total of 4,750 new consumer checking accounts were opened during the first quarter, as we continue to expand our efforts in building a solid and low-cost funding base for future growth.
- The net loan-to-deposit ratio for the first quarter of 2009 improved to 90.51%, from the year-end ratio of 94.12%, further enhancing our liquidity position.
- Provision for loan losses for the quarter was $178.5 million, adding $46.1 million to the allowance for loan losses. Allowance for loan losses was at a strong 3.30% of loans held in portfolio. The Company believes that the allowance was adequate to absorb expected losses inherent in the loan portfolio at March 31, 2009.
- Despite the continuing economic slowdown, the Company continues to originate new loans, focused on prudent underwriting within conservative credit guidelines with $184.8 million in new loan originations.
- Strong residential mortgage loan applications for approximately $88 million were generated during the first quarter, of which 84% were for home purchases.
- Full year 2009 personnel expenses (salary and benefits) are forecasted to be reduced by approximately $5 million due to staffing reductions during the first quarter. This effect will be recognized over future quarters. During the first quarter, severance paid related to this reduction was approximately $0.9 million. Management will continue to focus on cost management during the recessionary period.
- In the first quarter of 2009, the Company recognized an income tax benefit of $83.9 million.
Chairman, President and Chief Executive Officer Thomas S. Wu said, "Ongoing housing market weakness has continued to impact our residential construction loan portfolio, which was the primary driver of first quarter results. Our observations on residential construction markets are mixed as some of the most distressed markets that impacted the Bank during 2008 appear to be showing early signs of stabilization, while contiguous markets demonstrated notable deterioration in the first quarter. As a result of our sharp focus on the management of the problem assets on our books, we have disposed $93.7 million of these assets during the first quarter and will continue this momentum throughout the year.

"Although weak economic conditions have slowed overall loan production, we continued to generate new loans, with a focus on traditional residential lending as we deployed the capital received under the U.S. Treasury Capital Purchase Program. Our core banking operations are performing well as commercial and service fee income was stable, and core deposit growth came in at an 11.1% annualized rate. Although we expect that the 2009 economic environment will continue to be very challenging, we are optimistic about the future profitability growth of UCBH," concluded Mr. Wu.

First Quarter 2009 Financial Summary

The first quarter net loss available to common stockholders was $93.7 million. The loss per share was $0.78 for the first quarter of 2009.

Net interest income for the first quarter of 2009, before provision for loan losses, decreased 3.44% to $69.8 million, from $72.3 million in the fourth quarter of 2008 and decreased 16.0% from $83.1 million in the first quarter of 2008. The decrease in the net interest income for the first quarter of 2009 compared to the fourth quarter of 2008 was primarily due to the 36 basis point decrease in the average loan yields to 5.16% in the first quarter of 2009, compared to 5.52% in the fourth quarter of 2008. The average loan yields for the first quarter of 2009 decreased 178 basis points, from 6.94% in the first quarter of 2008, primarily due to the Fed Funds rate cuts during 2008.

The net interest margin on a tax equivalent basis was 2.35% for the first quarter of 2009, a 9 basis point decrease from 2.44% for the fourth quarter of 2008, and a 69 basis point decrease from the 3.04% net interest margin for the first quarter of 2008. The basis point decrease during the first quarter of 2009 compared to the fourth quarter of 2008 was primarily related to the increase in nonperforming loans during the first quarter of 2009 and purchases of lower yield investments. Our net interest margin on a tax equivalent basis decreased from 2.52% to 2.35% for the first quarter of 2009, resulting from the reversal of interest income on nonperforming loans. Compared to the first quarter of 2008, the decrease in net interest margin is primarily due to a 200 basis point Fed Funds rate decrease since the first quarter of 2008, in addition to the increase in nonperforming loans and purchase of lower yield investments.

Noninterest income was $7.3 million for the first quarter of 2009, compared with a noninterest income of $5.0 million for the corresponding quarter of 2008. Included in the first quarter 2009 noninterest income were $9.5 million in gains from sales of securities, offset by a $5.2 million other than temporary impairment primarily related to a CMBS and GSE preferred stock investments.

Noninterest expense for the first quarter of 2009 rose 37.14% to $68.6 million, from $50.0 million in the first quarter of 2008. The quarter over quarter increase was primarily due to an incremental $12.0 million of additional impairment and write-downs and expenses related to other real estate owned ("OREO") expenses, increase in the FDIC insurance premium of $1.9 million and increase in professional service fees of $3.5 million. Excluding the OREO expenses, severance and professional fees associated with the review of our loan portfolio, our core noninterest expense run rate would be approximately $54 million during the first quarter of 2009.

We recognized an $83.9 million income tax benefit on our first quarter 2009 pretax loss, compared to $58.8 million income tax benefit for the fourth quarter of 2008 and a $0.8 million income tax provision on pretax income of $3.0 million for the first quarter of 2008. The income tax benefit was primarily caused by the pretax loss for the first quarter of 2009, and tax-exempt interest income and low-income housing tax credits.

Credit Quality

- The provision for loan losses was $178.5 million for the first quarter of 2009, compared with $152.1 million for the fourth quarter of 2008, and $35.1 million for the first quarter of 2008. Net loan charge-offs were $131.7 million for the first quarter of 2009, or 6.13% annualized, compared with net loan charge-offs of $43.6
million, or 1.98% annualized, in the fourth quarter of 2008, and $12.3 million, or 0.62% annualized, in the first quarter of 2008. The net loan charge-offs for the first quarter of 2009 consisted primarily of residential construction and commercial loans.

- Nonperforming assets were $700.8 million, or 5.22% of total assets, at March 31, 2009, compared with $530.8 million, or 3.93% of total assets, at December 31, 2008. The increase in nonperforming assets continued to reflect further deterioration in the appraised values of certain residential construction loans. The increase in nonperforming assets during the first quarter of 2009 was primarily in residential construction and commercial real estate loans.

- Sales of nonperforming loans and OREO totaled $93.7 million, primarily comprised of residential construction properties located in distressed areas in California.

- The ratio of allowance for loan losses to loans held in portfolio was 3.30% at March 31, 2009, compared with 2.66% at December 31, 2008. The ratio of the allowance for loan losses and the reserve for unfunded commitments to loans held in portfolio, excluding cash secured loans, was 3.47% at March 31, 2009, compared to 2.79% at December 31, 2008.

### Capital Management

Stockholders' equity was $1.33 billion at March 31, 2009. Period-end assets were $13.42 billion. The Tier 1 risk-based capital ratio of the Company was 12.18% at March 31, 2009, compared with 12.77% at December 31, 2008. The total risk-based capital ratio was 14.73% as of March 31, 2009, compared with 15.29% at December 31, 2008. These ratios have decreased during the first quarter of 2009, primarily due to the net loss experienced during the first quarter. However, the Company's capital ratios well exceed regulatory requirements and continue to be categorized as “well capitalized.” The Bank's capital ratios approximate those of the Company and are also categorized as “well capitalized.”

Below is a summary of our capital ratios at March 31, 2009, which are well above all of the regulatory requirements for “well capitalized” banks:

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Tier 1 Leverage Ratio</td>
<td>9.08%</td>
<td>5.00%</td>
<td>$ 531,763</td>
</tr>
<tr>
<td>Tier 1 Risk-based Capital Ratio</td>
<td>12.18%</td>
<td>6.00%</td>
<td>$ 600,498</td>
</tr>
<tr>
<td>Total Risk-based Capital Ratio</td>
<td>14.73%</td>
<td>10.00%</td>
<td>$ 460,070</td>
</tr>
<tr>
<td>Tangible Equity Ratio</td>
<td>6.80%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Tangible Common Equity Ratio</td>
<td>3.84%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

### Balance Sheet Highlights

Total loans decreased by 3.25% to $8.39 billion at March 31, 2009, compared to $8.67 billion at December 31, 2008.

Commercial business loans decreased by 7.47% to $2.23 billion at March 31, 2009, from $2.41 billion at December 31, 2008. Construction loans decreased by 3.64% to $1.91 billion at March 31, 2009, from $1.98 billion at December 31, 2008. Commercial real estate loans decreased by 2.69% to $2.51 billion at March 31, 2009 compared to $2.58 billion at December 31, 2008. Multifamily real estate loans were $1.12 billion at March 31, 2009 and $1.11 billion at December 31, 2008. Residential mortgage loans increased by 5.69% to $521.1 million at March 31, 2009, from $493.0 million at December 31, 2008.

New loan originations of $184.8 million for the first quarter of 2009 were comprised of $132.5 million of commercial loans and $52.3 million of consumer loans. Commercial business loan originations were $57.0 million in the first quarter of 2009. Construction loan originations were $14.9 million in the first quarter of 2009. Commercial real estate loan originations were $60.6 million in the first quarter of 2009.
Total deposits were $8.96 billion at March 31, 2009, from $8.97 billion at December 31, 2008. The average cost of deposits for the quarter ended March 31, 2009 was 2.36%, a decrease of 28 basis points, from 2.64% for the quarter ended December 31, 2008 and 3.28% for the first quarter of 2008. The cost of deposits at March 31, 2009 was 2.14%, reflecting management’s continued focus on disciplined deposit pricing of our deposit generation strategy.

In accordance with our policy, the Company is evaluating the goodwill associated with our domestic and international reporting units. We anticipate the evaluation, which is being conducted in conformity with Statement of Financial Accounting Standards No. 142 “Goodwill and Other Intangible Assets”, to be completed prior to the filing of our report on Form 10-Q for the first quarter of 2009.

**First Quarter Earnings Teleconference and Webcast**

UCBH will hold a conference call with an accompanying slide presentation to be webcast on April 24, 2009 at 8:00 a.m. Pacific time to discuss the financial results for the Company’s first quarter, as well as its outlook for the remainder of 2009. The audio webcast and slide presentation will be available through a link on the Investor Relations page of the Company’s web site at www.ucbh.com. If you are unable to listen to the webcast live, an archived replay with the slide presentation will be available at www.ucbh.com.

**About UCBH Holdings, Inc.**

UCBH Holdings, Inc., with $13.42 billion in assets as of March 31, 2009, is the holding company for United Commercial Bank, a state-chartered commercial bank, which is a leading bank in the United States serving the Chinese communities and American companies doing business in Greater China. Together, the Bank and its subsidiaries, including United Commercial Bank (China) Limited, operate 51 California branches/offices located in the San Francisco Bay Area, Sacramento, Stockton, Los Angeles and Orange counties, nine branches in New York, five branches in metropolitan Atlanta, three branches in New England, two branches in the Pacific Northwest, a branch in Houston, branches in Hong Kong, Shanghai and Shantou, China, and representative offices in Beijing, Guangzhou and Shenzhen, China, and Taipei, Taiwan. UCB, with headquarters in San Francisco, provides commercial banking services to small- and medium-sized businesses and professionals in a variety of industries, as well as consumer and private client services to individuals. The Bank offers a full range of lending activities, including commercial real estate and construction loans, commercial credit facilities, international trade finance, asset-based financing, cash management, loans guaranteed by the U.S. Small Business Administration, commercial, multifamily and residential mortgages, home equity lines of credit, and online banking services for businesses and consumers. For additional information, visit the web site for United Commercial Bank at www.ibankUNITED.com or the web site for UCBH Holdings, Inc. at www.ucbh.com.

**Forward-Looking Statements**

Certain statements contained in this release may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based upon specific assumptions that may or may not prove correct. Forward-looking statements are also subject to known and unknown risks, uncertainties and other factors relating to the Company’s and the Bank’s operations and business environment, all of which are difficult to predict, and many of which are beyond the control of the Company and the Bank. The factors include, among others: the current dislocations in global credit and capital markets; economic and business conditions in the areas and markets in which the Company and the Bank operate, particularly those affecting loans secured by real estate; deterioration or improvement in the ability of the Bank’s borrowers to pay their debts to the Bank; market fluctuations such as those affecting interest and foreign exchange rates and the value of securities in which the Bank invests; competition from other financial institutions, whether banks, investment banks, insurance companies or others; the ability of the Bank to assimilate acquisitions, enter new markets and lines of business, and open new branches, successfully; changes in business strategies; changes in tax law and governmental regulation of financial institutions; demographic changes; and other risks and uncertainties, including those discussed in the documents the Company files with the Securities and Exchange Commission (“SEC”). The foregoing may cause the actual results and performance of the Company and the Bank to be materially different from the results and performance indicated or suggested by the forward-looking statements. Further description of the risks and uncertainties are included in detail in the Company’s current, quarterly and annual reports, as filed with the SEC.

####

(Table to follow)

4
### UCBH Holdings, Inc. and Subsidiaries

**Condensed Consolidated Balance Sheets**  
(Dollars in Thousands, Except Share and Par Value Amounts)  
(Unaudited)

<table>
<thead>
<tr>
<th></th>
<th>March 31, 2009</th>
<th>December 31, 2008</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Noninterest bearing cash</td>
<td>$288,248</td>
<td>$208,926</td>
</tr>
<tr>
<td>Interest bearing cash</td>
<td>348,095</td>
<td>369,281</td>
</tr>
<tr>
<td>Federal funds sold</td>
<td>20,000</td>
<td>30,000</td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>656,343</td>
<td>608,207</td>
</tr>
<tr>
<td>Securities purchased under agreements to resell</td>
<td>150,000</td>
<td>150,000</td>
</tr>
<tr>
<td>Investment and mortgage-backed securities available for sale, at fair value</td>
<td>3,038,324</td>
<td>2,962,093</td>
</tr>
<tr>
<td>Investment and mortgage-backed securities held to maturity, at cost (fair value of $331,468 and $285,544 at March 31, 2009, and December 31, 2008, respectively)</td>
<td>327,061</td>
<td>281,793</td>
</tr>
<tr>
<td>Federal Home Loan Bank stock and other equity investments</td>
<td>147,673</td>
<td>149,330</td>
</tr>
<tr>
<td>Loans held for sale, net of valuation allowance</td>
<td>165</td>
<td>—</td>
</tr>
<tr>
<td>Loans held in portfolio</td>
<td>8,388,941</td>
<td>8,670,687</td>
</tr>
<tr>
<td>Allowance for loan losses</td>
<td>(276,515)</td>
<td>(230,439)</td>
</tr>
<tr>
<td>Loans held in portfolio, net</td>
<td>8,112,426</td>
<td>8,440,248</td>
</tr>
<tr>
<td>Accrued interest receivable</td>
<td>59,330</td>
<td>70,835</td>
</tr>
<tr>
<td>Premises and equipment, net</td>
<td>145,076</td>
<td>145,878</td>
</tr>
<tr>
<td>Goodwill</td>
<td>432,030</td>
<td>432,030</td>
</tr>
<tr>
<td>Core deposit intangibles, net</td>
<td>15,704</td>
<td>16,832</td>
</tr>
<tr>
<td>Mortgage servicing rights, net</td>
<td>10,120</td>
<td>10,988</td>
</tr>
<tr>
<td>Other assets</td>
<td>324,881</td>
<td>235,123</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>$13,419,133</td>
<td>$13,503,357</td>
</tr>
</tbody>
</table>

|                        |               |                   |
| **LIABILITIES AND STOCKHOLDERS’ EQUITY** |               |                   |
| Noninterest bearing deposits | $798,000     | $784,583          |
| Interest bearing deposits  | 8,165,241     | 8,182,865         |
| **Total deposits**        | 8,963,241     | 8,967,448         |
| Securities sold under agreements to repurchase | 750,000 | 700,000 |
| Federal funds purchased   |               |                   |
| Short-term borrowings     | 267,296       | 335,225           |
| Subordinated debentures   | 406,459       | 406,459           |
| Accrued interest payable  | 30,490        | 31,888            |
| Long-term borrowings      | 1,546,262     | 1,546,335         |
| Other liabilities         | 125,020       | 87,947            |
| **Total liabilities**     | 12,088,768    | 12,075,302        |

**Preferred stock, $0.01 par value, 10,000,000 shares authorized; Series A, none issued and outstanding in 2009 and 2008; Series B, 135,000 shares issued and 119,235 and 132,235 shares outstanding at March 31, 2009, and at December 31, 2008, respectively; Series C, 298,737 shares issued and outstanding at March 31, 2009 and at December 31, 2008 384,331 395,513**

**Common stock, $0.01 par value, 180,000,000 shares authorized at March 31, 2009, and December 31, 2008; 120,436,096 and 117,286,439 shares issued and outstanding at March 31, 2009, and December 31, 2008, respectively 1,204 1,173**

**Additional paid-in capital**  
608,279 592,893

**Retained earnings**  
364,913 460,182

**Accumulated other comprehensive loss**  
(28,362) (21,706)

**Total stockholders’ equity**  
1,330,365 1,428,055
<table>
<thead>
<tr>
<th>Description</th>
<th>Amount 1</th>
<th>Amount 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total liabilities and stockholders' equity</td>
<td>$13,419,133</td>
<td>$13,503,357</td>
</tr>
</tbody>
</table>
UCBH Holdings, Inc. and Subsidiaries  
Condensed Consolidated Statement of Operations  
(Dollars in Thousands, Except Share and Per Share Amounts)  
(Unaudited)  

<table>
<thead>
<tr>
<th>Three Months Ended March 31,</th>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest and dividend income:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loans</td>
<td>$109,274</td>
<td>$140,891</td>
</tr>
<tr>
<td>Investment and mortgage-backed securities:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Taxable</td>
<td>33,177</td>
<td>28,760</td>
</tr>
<tr>
<td>Nontaxable</td>
<td>5,088</td>
<td>5,888</td>
</tr>
<tr>
<td>FHLB Stock</td>
<td>—</td>
<td>1,277</td>
</tr>
<tr>
<td>Federal funds sold and deposits with banks</td>
<td>919</td>
<td>2,848</td>
</tr>
<tr>
<td>Securities purchased under agreements to resell</td>
<td>1,741</td>
<td>2,080</td>
</tr>
<tr>
<td>Total interest and dividend income</td>
<td>150,199</td>
<td>181,744</td>
</tr>
<tr>
<td>Interest expense:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deposits</td>
<td>51,746</td>
<td>63,114</td>
</tr>
<tr>
<td>Securities sold under agreements to repurchase</td>
<td>5,582</td>
<td>6,577</td>
</tr>
<tr>
<td>Short-term borrowings and federal funds purchased</td>
<td>2,423</td>
<td>5,868</td>
</tr>
<tr>
<td>Subordinated debentures</td>
<td>4,851</td>
<td>6,871</td>
</tr>
<tr>
<td>Long-term borrowings</td>
<td>15,796</td>
<td>16,217</td>
</tr>
<tr>
<td>Total interest expense</td>
<td>80,398</td>
<td>98,647</td>
</tr>
<tr>
<td>Net interest income</td>
<td>69,801</td>
<td>83,097</td>
</tr>
<tr>
<td>Provision for loan losses</td>
<td>178,465</td>
<td>35,069</td>
</tr>
<tr>
<td>Net interest income after provision for loan losses</td>
<td>(108,664)</td>
<td>48,028</td>
</tr>
</tbody>
</table>

Noninterest income:  
<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>Commercial banking fees</td>
<td>2,840</td>
<td>3,149</td>
</tr>
<tr>
<td>Service charges on deposits</td>
<td>2,241</td>
<td>2,006</td>
</tr>
<tr>
<td>Gain on sale of securities, net</td>
<td>9,520</td>
<td>973</td>
</tr>
<tr>
<td>Gain on sale of SBA loans, net</td>
<td>—</td>
<td>166</td>
</tr>
<tr>
<td>Gain on sale of multifamily and commercial real estate loans, net</td>
<td>—</td>
<td>742</td>
</tr>
<tr>
<td>Lower of cost or market adjustment on loans held for sale</td>
<td>—</td>
<td>(1,428)</td>
</tr>
<tr>
<td>Impairment on available for sale securities</td>
<td>(5,158)</td>
<td>(3,791)</td>
</tr>
<tr>
<td>Equity loss in other equity investments</td>
<td>(1,545)</td>
<td>(707)</td>
</tr>
<tr>
<td>Foreign Exchange gain (loss)</td>
<td>(1,063)</td>
<td>2,983</td>
</tr>
<tr>
<td>Other fees</td>
<td>481</td>
<td>928</td>
</tr>
<tr>
<td>Total noninterest income</td>
<td>7,316</td>
<td>5,021</td>
</tr>
</tbody>
</table>

Noninterest expense:  
<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>Personnel</td>
<td>29,498</td>
<td>29,585</td>
</tr>
<tr>
<td>Occupancy</td>
<td>6,052</td>
<td>5,755</td>
</tr>
<tr>
<td>Data processing</td>
<td>2,862</td>
<td>2,324</td>
</tr>
<tr>
<td>Furniture and equipment</td>
<td>2,347</td>
<td>2,096</td>
</tr>
<tr>
<td>Professional fees and contracted services</td>
<td>5,278</td>
<td>1,760</td>
</tr>
<tr>
<td>Deposit insurance</td>
<td>3,114</td>
<td>1,167</td>
</tr>
<tr>
<td>Communication</td>
<td>893</td>
<td>984</td>
</tr>
<tr>
<td>Core deposit intangible amortization</td>
<td>1,128</td>
<td>1,240</td>
</tr>
<tr>
<td>Other real estate owned</td>
<td>12,610</td>
<td>575</td>
</tr>
<tr>
<td>Other general and administrative</td>
<td>4,811</td>
<td>4,532</td>
</tr>
<tr>
<td>Total noninterest expense</td>
<td>68,593</td>
<td>50,018</td>
</tr>
</tbody>
</table>

Income (loss) before income tax expense (benefit)  
<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income (loss) before income tax expense (benefit)</td>
<td>(169,941)</td>
<td>3,031</td>
</tr>
</tbody>
</table>

Income tax expense (benefit):  
<table>
<thead>
<tr>
<th></th>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income tax expense (benefit)</td>
<td>(83,891)</td>
<td>811</td>
</tr>
</tbody>
</table>

1/7/2011 9:20 AM
<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income (loss)</td>
<td>$(86,050)</td>
</tr>
<tr>
<td>Dividends on preferred stock</td>
<td>$(7,631)</td>
</tr>
<tr>
<td>Net income (loss) available to common stockholders</td>
<td>$(93,681)</td>
</tr>
<tr>
<td><strong>Per common share data:</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Basic earnings</strong></td>
<td></td>
</tr>
<tr>
<td>Net income (loss) available to common stockholders</td>
<td>$(0.78)</td>
</tr>
<tr>
<td><strong>Diluted earnings</strong></td>
<td></td>
</tr>
<tr>
<td>Net income (loss) available to common stockholders</td>
<td>$(0.78)</td>
</tr>
<tr>
<td>Dividends declared per share</td>
<td>$0.01</td>
</tr>
<tr>
<td>Average common shares outstanding</td>
<td></td>
</tr>
<tr>
<td>Basic</td>
<td>120,045,106</td>
</tr>
<tr>
<td>Diluted</td>
<td>120,045,106</td>
</tr>
</tbody>
</table>
## UCBH Holdings, Inc. and Subsidiaries
### Supplemental Data
(Dollars in Thousands)
(UNAUDITED)

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended March 31,</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2009</td>
<td>2008</td>
<td></td>
</tr>
</tbody>
</table>

### Operating Ratios and Other Data:

- **Return on average assets**: (2.56%) 0.07%
- **Return on average equity**: (24.73%) 0.89%
- **Efficiency ratio**: 88.95 56.76
- **Efficiency ratio (excluding OTTI and OREO)**: 68.04 53.80
- **Noninterest expense to average assets**: 2.04 1.63
- **Average equity to average assets**: 10.34 8.17
- **Dividend payout ratio**: N/A 200.00
- **Net loan charge-offs to average loans**: 6.13 0.62

### New Loan Commitments:

- **Commercial**:
  - Secured by real estate — nonresidential: $39,799 $250,095
  - Secured by real estate — multifamily: 20,787 93,744
  - Business: 57,042 481,536
  - Construction: 14,870 138,991
- **Total commercial loans**: 132,498 964,366
- **Consumer**:
  - Residential mortgage (one-to-four family): 39,524 43,683
  - Other: 12,807 12,918
- **Total consumer loans**: 52,331 56,601
- **Total loan commitments**: $184,829 $1,020,967

### Average Loan Balances:

- **Commercial**:
  - Secured by real estate — nonresidential: $2,547,931 $2,547,266
  - Secured by real estate — multifamily: 1,113,892 1,194,521
  - Business: 2,323,976 2,115,137
  - Construction: 2,005,841 1,726,494
- **Total commercial loans**: 7,991,640 7,583,418
- **Consumer**:
  - Residential mortgage (one-to-four family): 503,526 513,624
  - Other: 97,972 71,275
- **Total consumer loans**: 601,498 584,899
- **Total loans**: $8,593,138 $8,168,317

---

1. Represents noninterest expense divided by the total of our net interest income before provision for loan losses and our noninterest income.
2. Represents dividends declared per share as a percentage of diluted earnings per share.
3. Excludes commitments related to loan participations.
(4) Represents noninterest expense divided by the total of our net interest income before provision for loan losses and our noninterest income excluding Other Than Temporary Impairment (OTTI) charges and other real estate owned expenses (OREO).

* Annualized
UCBH Holdings, Inc. and Subsidiaries
Average Yields Earned/Rates Paid
(Dollars in Thousands)
(Unaudited)

<table>
<thead>
<tr>
<th>Three Months Ended March 31, 2009</th>
<th>Three Months Ended March 31, 2008</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Average</strong></td>
<td><strong>Interest</strong></td>
</tr>
<tr>
<td>Balance</td>
<td>Income/Expense</td>
</tr>
<tr>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td><strong>Nontaxable equivalent basis:</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Interest-earning assets</strong></td>
<td></td>
</tr>
<tr>
<td>Loans (1)(2)</td>
<td>$ 8,593,138</td>
</tr>
<tr>
<td>Taxable securities (3)</td>
<td>2,928,901</td>
</tr>
<tr>
<td>Tax exempt securities (3)</td>
<td>432,873</td>
</tr>
<tr>
<td>FHLB Stock</td>
<td>93,488</td>
</tr>
<tr>
<td>Securities purchased under agreements to resell</td>
<td>150,000</td>
</tr>
<tr>
<td>Other</td>
<td>335,111</td>
</tr>
<tr>
<td><strong>Total interest-earning assets</strong></td>
<td>12,533,511</td>
</tr>
<tr>
<td><strong>Noninterest-earning assets</strong></td>
<td>926,943</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>13,460,454</td>
</tr>
<tr>
<td><strong>Interest-bearing liabilities:</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Deposits:</strong></td>
<td></td>
</tr>
<tr>
<td>NOW, checking and money market accounts</td>
<td>1,229,136</td>
</tr>
<tr>
<td>Savings accounts</td>
<td>622,814</td>
</tr>
<tr>
<td>Time deposits</td>
<td>6,305,921</td>
</tr>
<tr>
<td><strong>Total interest-bearing deposits</strong></td>
<td>8,157,871</td>
</tr>
<tr>
<td>Securities sold under agreements to repurchase</td>
<td>702,778</td>
</tr>
<tr>
<td>Short-term borrowings and federal funds purchased</td>
<td>331,778</td>
</tr>
<tr>
<td>Long-term borrowings</td>
<td>1,547,467</td>
</tr>
<tr>
<td>Subordinated debentures</td>
<td>406,459</td>
</tr>
<tr>
<td><strong>Total interest-bearing liabilities</strong></td>
<td>11,146,353</td>
</tr>
<tr>
<td><strong>Noninterest-bearing deposits</strong></td>
<td>734,554</td>
</tr>
<tr>
<td><strong>Other noninterest-bearing liabilities</strong></td>
<td>187,745</td>
</tr>
<tr>
<td><strong>Stockholders’ equity</strong></td>
<td>1,391,802</td>
</tr>
<tr>
<td><strong>Total liabilities and stockholders’ equity</strong></td>
<td>$13,460,454</td>
</tr>
</tbody>
</table>

Net interest-earning assets/net interest income/net interest rate

$1,387,158 | $69,801 | 1.93% | $1,116,912 | $83,097 | 2.56%
<table>
<thead>
<tr>
<th>Spread (4)</th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net interest margin (5)</td>
<td>2.26%</td>
<td>2.93%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ratio of interest-earning assets to interest-bearing liabilities</td>
<td>1.12x</td>
<td>1.11x</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Tax equivalent basis:**

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Total interest-earning assets (6)</td>
<td>$12,533,511</td>
<td>$152,939</td>
<td>4.95%</td>
<td>$11,411,440</td>
</tr>
<tr>
<td>Total interest-bearing liabilities</td>
<td>11,146,353</td>
<td>80,398</td>
<td>2.93</td>
<td>10,294,528</td>
</tr>
</tbody>
</table>

Net interest-earning assets/net interest income/net interest rate spread (4) $1,387,158 $72,541 2.02% $1,116,912 $86,268 2.67%

Net interest margin (5) 2.35% 3.04%

**Average cost of deposits:**

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Total interest-bearing deposits</td>
<td>$8,157,871</td>
<td>$51,746</td>
<td>2.57%</td>
<td>$6,897,378</td>
</tr>
<tr>
<td>Noninterest-bearing deposits</td>
<td>734,554</td>
<td>—</td>
<td>—</td>
<td>834,689</td>
</tr>
<tr>
<td>Total deposits</td>
<td>$8,892,425</td>
<td>$51,746</td>
<td>2.36%</td>
<td>$7,732,067</td>
</tr>
</tbody>
</table>

(1) Nonaccrual loans are included in the table for computation purposes; however, interest for such loans is recognized on a cash basis.

(2) Average loans include loans held for sale.

(3) Average yield on investment securities is computed using historical cost balances; the yield information does not give effect to changes in fair value that are reflected as a component of stockholders’ equity.

(4) Interest rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities.

(5) Net interest margin represents net interest income divided by average interest-earning assets.

(6) Interest income from nontaxable securities has been adjusted to a tax equivalent basis using a statutory Federal income tax rate of 35.0%. Interest income from nontaxable investment securities calculated on a tax equivalent basis was $7.8 million and $3.2 million for the three months ended March 31, 2009 and 2008, respectively.
UCBH Holdings, Inc. and Subsidiaries
Selected Financial Data
(Dollars in Thousands, Except Per Share Amounts)
(Unaudited)

<table>
<thead>
<tr>
<th></th>
<th>March 31, 2009</th>
<th>December 31, 2008</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Selected loan data:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loans held for sale:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Consumer:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Residential mortgage (one-to-four family)</td>
<td>$165</td>
<td>$ —</td>
</tr>
<tr>
<td>Loans held in portfolio:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Commercial:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Secured by real estate — nonresidential</td>
<td>$2,513,404</td>
<td>$2,582,813</td>
</tr>
<tr>
<td>Secured by real estate — multifamily</td>
<td>1,118,679</td>
<td>1,114,275</td>
</tr>
<tr>
<td>Commercial business</td>
<td>2,226,987</td>
<td>2,406,773</td>
</tr>
<tr>
<td>Construction</td>
<td>1,912,689</td>
<td>1,984,849</td>
</tr>
<tr>
<td>Total commercial loans</td>
<td>7,771,759</td>
<td>8,088,710</td>
</tr>
<tr>
<td>Consumer:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Residential mortgage (one-to-four family)</td>
<td>521,068</td>
<td>493,023</td>
</tr>
<tr>
<td>Other</td>
<td>96,114</td>
<td>88,954</td>
</tr>
<tr>
<td>Total consumer loans</td>
<td>617,182</td>
<td>581,977</td>
</tr>
<tr>
<td>Total loans held in portfolio (1)</td>
<td>$8,388,941</td>
<td>$8,670,687</td>
</tr>
<tr>
<td>Nonperforming loans</td>
<td>672,034</td>
<td>503,085</td>
</tr>
<tr>
<td>Other real estate owned (OREO)</td>
<td>28,755</td>
<td>27,688</td>
</tr>
<tr>
<td>Loan delinquency ratio</td>
<td>3.13%</td>
<td>3.12%</td>
</tr>
<tr>
<td>Nonperforming assets to total assets</td>
<td>5.22</td>
<td>3.93</td>
</tr>
<tr>
<td>Nonperforming loans to loans held in portfolio</td>
<td>8.01</td>
<td>5.80</td>
</tr>
<tr>
<td>Allowance for loan losses to nonperforming loans</td>
<td>41.15</td>
<td>45.81</td>
</tr>
<tr>
<td>Allowance for loan losses to loans held in portfolio</td>
<td>3.30</td>
<td>2.66</td>
</tr>
<tr>
<td>Net loan to deposit ratio</td>
<td>90.51</td>
<td>94.12</td>
</tr>
</tbody>
</table>

**Selected deposit data:**
- NOW, checking and money market accounts: $2,065,204, $1,979,279
- Savings accounts: 754,836, 791,982
- Time deposits: 6,143,201, 6,196,187

Total deposits: $8,963,241, $8,967,448

Cost of deposits: 2.14%, 2.47%

**Selected equity data:**
- Common Book value per share: $7.86, $8.80

UCBH Holdings, Inc. and subsidiaries regulatory capital ratios:
- Total risk-based capital: 14.73%, 15.29%
- Tier 1 risk-based capital: 12.18%, 12.77%
- Tier 1 leverage ratio: 9.08%, 9.89%

(1) Includes net unamortized deferred loan fees purchase premiums and discounts of $9.4 million and $11.4 million at March 31, 2009, and December 31, 2008, respectively.
EXHIBIT 4
FOR: UCBH HOLDINGS, INC.

CONTACT: Douglas Mitchell
Senior Vice President, Director of Investor Relations and Capital Management
(415) 315-2800
Craig S. On
Executive Vice President and Chief Financial Officer
(415) 315-2800
EVC Group
Investor Relations: Douglas M. Sherk or Jenifer Kirtland
(415) 896-6820
Media Relations: Steve DiMattia
(646) 201-5445

For Immediate Release

UCBH HOLDINGS, INC. ANNOUNCES
SELECTED PRELIMINARY SECOND QUARTER 2009 FINANCIAL INFORMATION

- Company Reports Substantial Progress on Comprehensive Loan Portfolio Review
- Total Deposits Reached Almost $9 Billion in the Second Quarter; Core Deposits Increased By 4.67%
- Delinquency Trends Improved Significantly in the Second Quarter; Total Delinquencies in the Second Quarter
  Decreased 59.4% from 3.13% of Total Loans in the First Quarter to 1.36%
- Continued to Sell Nonperforming Assets; Completed $101 Million in Sales During the Quarter
- Priorities for the Second Half of 2009 are to Execute the Capital Plan, Reduce Nonperforming Assets Aggressively, and
  Further Strengthen and Grow Core Business Franchise

SAN FRANCISCO, August 6, 2009 - UCBH Holdings, Inc. (NASDAQ: UCBH), the holding company of United Commercial
Bank (UCB™ or the “Bank”), today reported selected preliminary financial information for the second quarter ended June 30, 2009.
The Company’s preliminary financial information for the second quarter provided in this release is subject to the final results of the
Board Audit Committee’s independent investigation and the Company’s financial restatement activities.

Summary Business Update

“We are doing everything in our power to complete our financial restatement and bring this process to a successful conclusion,”
said Chairman, President and Chief Executive Officer Thomas S. Wu. “As we work diligently on putting the credit quality issues
behind us, we have completed the review of the majority of our loan portfolio. As a result of these efforts, our nonperforming assets
have increased, and we have provided significantly to our allowance for loan losses to reflect the risk inherent in our loan portfolio.
While our nonperforming assets have increased, our delinquency trends are improving, which should have a positive impact on our
second half 2009 results.”

“During the second half of the year, we are positioning the Company to execute on a capital plan in conjunction with our
restatement efforts. In addition, we intend to reduce our nonperforming assets aggressively, and continue the momentum in our core
banking business, which is a very strong franchise. We are working
through a challenging environment with a plan designed to enable UCBH to emerge from this period as a stronger financial institution serving our target markets domestically in the U.S. and across the Pacific in Greater China.”

UCBH’s efforts to further strengthen its core business franchise are reflected by an increase of 4.67% in core deposits, as compared to year-end 2008. Total deposits were $8.9 billion as of June 30, 2009, and the Company’s net loan-to-deposit ratio was approximately 85% for the quarter. The average cost of deposits for the quarter was 1.93%, while the cost of deposits at quarter end was 1.75%.

UCB opened 9,222 new checking accounts in the second quarter, an increase of 89% from the first quarter when the Bank opened 4,873 checking accounts. Additionally, UCB continues to make progress in cross-selling products to its customers; approximately 42% of its community banking customers has three products with the Bank, and 21% has four or more products with the Bank.

Mr. Wu continued, “In our core business, we continue to focus on deposit growth, reducing the cost of deposits, improving our net interest margin, carefully managing our costs, and — as always — meeting our customers’ needs.”

Progress on Loan Review

A key component of the Company’s restatement efforts is the conclusions from its re-examination of the current credit risk profile of its loan portfolio. The Company has reviewed approximately 63% of its outstanding loans by balance, including nearly 93% of the construction loan portfolio, approximately 66% of the commercial real estate and approximately 62% of the commercial business loan portfolios. The extensive nature of this review is the primary contributor to the Company’s preliminary second quarter 2009 credit quality highlights as provided below.

This effort, for which the Company engaged three external loan review firms, is focused on assessing the accuracy of credit risk ratings, which the Company used to assess the appropriateness of the related allowance for loan loss reserving levels. Additionally, the effort is meant to ensure that credit risk conclusions and related allowance reserving conclusions are properly reflected in the quarter in which the risk inherently existed based on the latest appraisals.

Preliminary Second Quarter 2009 Highlights

The Company provided the following update on its operating and financial performance for the second quarter, subject to the final results of the Audit Committee’s investigation and the Company’s financial restatement activities:

• Reflecting credit loss assumptions associated with management’s ongoing review of the loan portfolio, the Company expects that its provision for loan losses for the second quarter will be in a range of $300 million to $330 million.

• Net loan charge-offs for the second quarter of 2009 are estimated to be in a range of $275 million to $300 million.

• The allowance for loan losses is estimated to be in a range of $345 million to $365 million, or approximately 4.4% of total loans at June 30, 2009.

• The Company completed approximately $101 million in sales of nonperforming and other assets during the quarter, including approximately $69 million in nonperforming loans and approximately $32 million in other real estate owned (“OREO”).

• Nonperforming assets are estimated to be in a range of $835 million to $875 million at June 30, 2009.

• Total assets are estimated at $12.8 billion at June 30, 2009.
• Total loans are estimated at $8.0 billion at June 30, 2009.

• Total loan delinquencies for the second quarter of 2009 are estimated to decline by approximately $143 million, or 59.4%, from 3.13% of total loans in the first quarter of 2009 to 1.36% of total loans in the second quarter of 2009.

• Net interest income on a tax-equivalent basis is estimated at $70.6 million for the second quarter of 2009.

The Company also provided the following update on its operating and financial performance for the second quarter, which is not expected to be impacted by its financial restatement activities as described below:

• Noninterest income is estimated at $7.4 million for the second quarter of 2009, which includes $7.5 million in gains from sales of available-for-sale securities, offset by $3.9 million in other-than-temporary impairments taken on three of our collateralized debt obligations.

• Noninterest expense is estimated at $70.5 million for the second quarter of 2009, including approximately $6 million in additional FDIC deposit insurance assessments due to a one-time special assessment imposed by the FDIC on all banks, $6.1 million in expenses associated with OREO, and $1.7 million in one-time prepayment fees associated with the payoff of $175 million of Federal Home Loan Bank advances. The benefit on the net interest margin from this prepayment will be reflected in the coming quarters.

Capital Management Plan

As announced on July 14th, UCBH has engaged a financial advisor to develop a comprehensive capital plan for a variety of scenarios, which incorporates alternatives for both capital funding and capital enhancement. The Company has a multi-step strategy in place to increase its tangible common equity levels, and plans to execute various components of its plan starting in the third quarter.

Separately, on August 5, 2009, the Company received approval from NASDAQ for a 180-day extension, until November 16, 2009, to regain compliance with the NASDAQ Marketplace Listing Criteria Rule 5250(c)(1) “Obligation to File Periodic Financial Reports”.

About this Press Release

As previously announced on May 20, 2009 in a Form 8-K addressing Item 4.02(a) Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review, UCBH is in the process of restating its consolidated financial statements as of and for the year ended December 31, 2008. Also, as previously announced, the Audit Committee of the Company’s Board of Directors is conducting an independent investigation regarding the recognition of impairment losses on nonperforming loans and OREO. Accordingly, the Company will not file its 2008 Form 10-K/A or its Form 10-Q for the quarter ended March 31, 2009 or for the quarter ended June 30, 2009 until after the completion of such investigation and restatement. UCBH can give no assurance that the financial information in this release will not be adjusted when the investigation has been completed and the related restated financial statements have been audited. The Company intends to complete the restatement of its 2008 consolidated financial statements as promptly as practicable following the conclusion of the Audit Committee investigation and file with the Securities and Exchange Commission an amended Annual Report on Form 10-K/A for the year ended December 31, 2008 and a Quarterly Report on Form 10-Q for each of the appropriate quarters of 2009.

This release contains both selected second quarter financial information that is not expected to be impacted by the restatement of the Company’s consolidated financial statements, as well as some selected financial information that could be impacted. Where possible, estimates have been provided for items that are expected to be impacted. In certain instances, these estimates are provided in the form of a range of financial results within which
management reasonably expects the final results will fall. These estimates are preliminary in nature and subject to change, including as a result of the Audit Committee investigation.

**About UCBH Holdings, Inc.**

UCBH Holdings, Inc. is the holding company for United Commercial Bank, a state-chartered commercial bank, which is a leading bank in the United States serving the Chinese communities and American companies doing business in Greater China. Together, the Bank and its subsidiaries, including United Commercial Bank (China) Limited, operate 50 California branches/offices located in the San Francisco Bay Area, Sacramento, Stockton, Los Angeles and Orange counties, nine branches in New York, five branches in metropolitan Atlanta, three branches in New England, five branches in metropolitan Atlanta, three branches in New England, five branches in the Pacific Northwest, a branch in Houston, branches in Hong Kong, Shanghai and Shantou, China, and representative offices in Beijing, Guangzhou and Shenzhen, China, and Taipei, Taiwan. UCB, with headquarters in San Francisco, provides commercial banking services to small- and medium-sized businesses and professionals in a variety of industries, as well as consumer and private client services to individuals. The Bank offers a full range of lending activities, including commercial real estate and construction loans, commercial credit facilities, international trade finance, asset-based financing, cash management, loans guaranteed by the U.S. Small Business Administration, commercial, multifamily and residential mortgages, home equity lines of credit, and online banking services for businesses and consumers. For additional information, visit the web site for United Commercial Bank at [www.ibankUNITED.com](http://www.ibankUNITED.com) or the web site for UCBH Holdings, Inc. at [www.ucbh.com](http://www.ucbh.com).

**Forward-Looking Statements**

Certain statements contained in this release may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based upon specific assumptions that may or may not prove correct. Forward-looking statements are also subject to known and unknown risks, uncertainties and other factors relating to the Company's and the Bank's operations and business environment, all of which are difficult to predict, and many of which are beyond the control of the Company and the Bank. The factors include, among others: the timing of the completion, and the results, of the pending Audit Committee investigation and restatement of the Company's consolidated financial statements; any failure by the Company successfully to address its material weaknesses in internal controls over its financial statements; any regulatory actions arising out of the foregoing; the current dislocations in global credit and capital markets; economic and business conditions in the areas and markets in which the Company and the Bank operate, particularly those affecting loans secured by real estate; deterioration or improvement in the ability of the Bank's borrowers to pay their debts to the Bank; market fluctuations such as those affecting interest and foreign exchange rates and the value of securities in which the Bank invests; competition from other financial institutions, whether banks, investment banks, insurance companies or others; the ability of the Bank to assimilate acquisitions, enter new markets and lines of business, and open new branches, successfully; changes in business strategies; changes in tax law and governmental regulation of financial institutions; demographic changes; and other risks and uncertainties, including those discussed in the documents the Company files with the Securities and Exchange Commission ("SEC"). The foregoing may cause the actual results and performance of the Company and the Bank to be materially different from the results and performance indicated or suggested by the forward-looking statements. Further description of the risks and uncertainties are included in detail in the Company's current, quarterly and annual reports, as filed with the SEC.
EXHIBIT 5
Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 30, 2008

UCBH Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware 000-24947 94-3072450
(State or other Jurisdiction of (Commission File Number) (IRS Employer Identification No.)
Incorporation)

555 Montgomery Street
San Francisco, California
(Address of principal executive offices)

94111
(Zip Code)

Registrant’s telephone number, including area code: (415) 315-2800

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DESCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.01</td>
<td>ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.</td>
</tr>
<tr>
<td>9.01</td>
<td>FINANCIAL STATEMENTS AND EXHIBITS.</td>
</tr>
<tr>
<td>SIGNATURES</td>
<td></td>
</tr>
<tr>
<td>EXHIBIT 10.1</td>
<td></td>
</tr>
<tr>
<td>EXHIBIT 10.2</td>
<td></td>
</tr>
<tr>
<td>EXHIBIT 10.3</td>
<td></td>
</tr>
</tbody>
</table>
ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Change in Control Agreement

On October 30, 2008, UCBH Holdings, Inc. and United Commercial Bank (herein collectively referred to as the “Company”) and Robert C. Nagel, Senior Vice President and Chief Audit Executive (herein referred to as the “Officer”), entered into a three-year Change in Control Agreement (“CIC Agreement”). The form of the CIC Agreement is furnished as Exhibit 10.1 to this Current Report on Form 8-K.

The CIC Agreement provides that commencing on the first anniversary date and continuing on each anniversary thereafter, the Company’s CIC Agreement may be renewed by the Board of Directors for an additional year. The CIC Agreement provides that in the event voluntary or involuntary termination follows a change in control of the Company, unless termination is for cause, the Officer or, in the event of death, the Officer’s beneficiary, would be entitled to receive a severance payment equal to three times the Officer’s highest annual compensation (base salary) for the three years preceding the change in control. The Company would also continue, and pay for, the Officer’s life, medical and disability insurance coverage for thirty-six (36) months from the date of termination or resignation. The CIC Agreement also provides that if a change in control event has occurred and the Officer is terminated within thirty-six (36) months of the event, for any reason other than for cause (as defined in the CIC Agreement), the Officer shall be entitled to any unvested stock options and related limited rights and unvested awards granted to the Officer under any stock option and similar plans shall immediately vest and shall be exercisable within one (1) year.

Indemnification Agreements

On October 30, 2008, UCBH Holdings, Inc. and United Commercial Bank each entered into their respective standard Indemnification Agreement with Douglas J. Mitchell, Senior Vice President, Corporate Development and Investor Relations; Robert C. Nagel, Senior Vice President and Chief Audit Executive; and Burton D. Thompson, Senior Vice President and Corporate Controller.

The form of the Indemnification Agreement for UCBH Holdings, Inc. and the form of the Indemnification Agreement for United Commercial Bank are furnished as Exhibits 10.2 and 10.3, respectively, to this Current Report on Form 8-K. In general, the respective Indemnification Agreements require UCBH Holdings, Inc. and United Commercial Bank to indemnify and hold harmless Messrs. Mitchell, Nagel, and Thompson to the fullest extent authorized by, in the case of UCBH Holdings, Inc., Delaware corporate law or, in the case of United Commercial Bank, California law, and to provide indemnification against third-party proceedings, subject to certain exceptions.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

The following exhibits are included with this Report:

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>10.1</td>
<td>Form of Change in Control Agreement among UCBH Holdings, Inc., United Commercial Bank and certain Senior Vice Presidents of UCBH Holdings, Inc. and/or United Commercial Bank.</td>
</tr>
<tr>
<td>10.2</td>
<td>Form of Indemnification Agreement for UCBH Holdings, Inc.</td>
</tr>
<tr>
<td>10.3</td>
<td>Form of Indemnification Agreement for United Commercial Bank.</td>
</tr>
</tbody>
</table>
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UCBH HOLDINGS, INC.

Date: November 5, 2008

By: /s/ Craig S. On

Craig S. On
Executive Vice President and Chief Financial Officer
EXHIBIT 6
San Francisco Superior Courts
Information Technology Group

Document Scanning Lead Sheet
Aug-16-2002 4:39 pm

Case Number: CGC-00-315690
Filing Date: Aug-12-2002 10:49
Juke Box: 001  Image: 00484345
TENTATIVE DECISION

FAR EAST NATIONAL VS UNITED COMMERCIAL

001C00484345

Instructions:
Please place this sheet on top of the document to be scanned.
Case 3:09-cv-04208-JSW Document 178-6 Filed 01/07/11 Page 3 of 14

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SAN FRANCISCO

FAR EAST NATIONAL BANK, Plaintiff,
v.
UNITED COMMERCIAL BANK, and DOES 1 through 50, inclusive,
Defendants.

Case No. 315690

TENTATIVE DECISION


Before commencement of the presentation of evidence, Far East dismissed the first, third, and fifth causes of action alleged in the First Amended Complaint ("the Complaint") for breach of the implied covenant of good faith and fair dealing, negligent misrepresentation and breach of fiduciary duty. The
action was tried on the remaining causes of action alleged in the Complaint for intentional
misrepresentation (Second Cause of Action), violation of California Business & Professions Code Section
17200 ("Section 17200") (Fourth Cause of Action), and unjust enrichment (Sixth Cause of Action).

Upon application by UCB, and without opposition by Far East, the claims for violation of Section
17200 and unjust enrichment were determined to be equitable claims to be decided by the Court sitting
without a jury and the Court ordered them severed from Far East's claim for intentional misrepresentation.
Far East's claim for intentional misrepresentation was tried to the jury. On July 25, 2002, the jury returned
its special verdict in favor of Far East against UCB.

Commencing on June 18, 2002, and concurrent with the presentation of evidence to the jury on
Plaintiff's claim of intentional misrepresentation, the Court heard argument and evidence on Plaintiff's
equitable claims. At the conclusion of the presentation of evidence, on July 22, 2002, counsel gave
closing arguments. Oral and documentary evidence was introduced on behalf of the respective parties
and the causes were argued and submitted for decision. The Court, having considered the evidence and
heard the arguments of counsel and being fully advised, issues the following tentative decision. This
tentative decision sets forth this Court's evidentiary findings based on the evidence received during the
evidentiary presentations of this trial. The ultimate factual findings set forth at the end of this tentative
decision encompass and include all intermediate and evidentiary facts necessary to sustain them. Some,
but not necessarily all, evidence relied upon by the Court is noted herein.

I. EVIDENTIARY FINDINGS

1. Top 1 International Trading & Investment Company, Inc. ("Top 1") was an international
wholesale trading company.
9. In 1998, the FOP practice became virtually the exclusive method used by UCB to administer
the Top 1 loan. Throughout 1998, old accounts receivable were swapped for new accounts receivable
submitted by Top 1. The old accounts receivable would be released and replaced by new accounts
receivable in the same or slightly different amounts for the same overseas buyers without any payments
having been received by UCB throughout the collections process.

10. Between August 5, 1997, and October 5, 1998, UCB sent 116 accounts receivable of Top 1
through the collections process. Of the 116 accounts receivable sent for collection overseas, only two
were paid through the collections process. The remainder of the accounts receivable were either released
through the FOP practice or returned to Top 1.

11. Through the swapping of accounts receivable, the Top 1 loan appeared to be secured by
valuable collateral, even though the accounts receivable were not being paid when due. As the result of
the FOP practice, the Top 1 loan appeared to be current and the credit advanced by UCB to Top 1
appeared to be secured by sufficient and valuable collateral.

12. During the period the Top 1 loan was outstanding, UCB was transforming itself from a thrift
into a commercial bank. Consequently, UCB was attempting to raise capital to expand its commercial
loan portfolio through an offering of stock in the summer of 1998 by its holding company, UCBH
Holdings, Inc. The reporting of the Top 1 loan as a loss in the first quarter of 1998 would have had a
material impact on the offering and would have delayed the growth strategy of UCB. Senior
management of UCB, including Tommy Wu, the president of UCB, William Goldrick, the Chief Credit
Officer of UCB and Sylvia Loh, the head of the Commercial Banking Division were issued stock as part
of the public offering and were all aware of the Top 1 loan.

13. As a secondary source of repayment on the loan, UCB was named as a loss payee on an
export credit insurance policy issued by CNA to Top 1. Under the policy, CNA would reimburse UCB
2. The president and principal of Top 1 was Martin Pan ("Pan"). On March 12, 1997, UCB’s predecessor, United Savings Bank ("USB")\(^1\) extended a $1 million revolving commercial loan to Top 1 which was secured by the collateral of Top 1 including accounts receivable evidencing the sale of goods by Top 1 to customers located in Asia.

4. During the course of the loan with UCB, Top 1 submitted accounts receivable to UCB to obtain advances on the line of credit. The collection process for the accounts receivable is described as follows: each account receivable was sent by UCB to an overseas bank for collection. In the event of payment by the overseas buyer, the funds would be sent by the overseas bank to UCB and the proceeds would be used to pay down Top 1’s line of credit.

5. Throughout the loan relationship between Top 1 and UCB, the receipt by UCB of payments on accounts receivable of Top 1 through the collections process was identified in documents in Top 1’s credit file at UCB as the primary source of repayment for the loan and the documentary collection process was identified as the means of reducing the credit risk to UCB.

6. In July 1997, UCB increased Top 1’s credit facility from $1 million to $2.6 million.

7. During 1997, problems were encountered by UCB with respect to the Top 1 loan such as late payments, the lack of collection on accounts receivable sent overseas, the failure of Top 1 to submit financial information, the discovery that Top 1 had not filed tax returns with the Internal Revenue Service for the years 1993, 1994, 1995 and 1996, and the inability of UCB to confirm the existence and/or financial worthiness of customers of Top 1.

8. During 1997, UCB started an unusual practice with respect to the accounts receivable of Top 1 known as "free of payment" ("FOP"). Pursuant to the FOP practice, the accounts receivable sent overseas by UCB were released to overseas buyers without the receipt of payment through the collections process.

---

\(^1\) Before the first quarter of 1998, USB was a federally chartered savings bank. On January 1, 1998, United Savings Bank changed its name to United Commercial Bank. In 1998, UCB converted its charter to become a state chartered
for unpaid accounts receivable in certain proscribed circumstances such as where the customer of Top 1 was bankrupt and a claim was made in a timely basis after the accounts receivable had not been paid.

14. In June 1998, as the Top 1 loan was maturing, UCB was advised that the CNA policy did not provide coverage if the accounts receivable submitted by Top 1 were fraudulent. UCB determined that the CNA policy was no longer available as a source of repayment for the Top 1 loan.

15. In order to avoid taking a loss, UCB encouraged Pan to find another lender to pay off the loan. In order to put pressure on Top 1 to find another bank, UCB restricted Top 1 to thirty-day extensions of the loan which would have otherwise matured in July 1998.


17. On October 2, 1998, Far East and Top 1 entered into a loan commitment. Far East agreed to extend a revolving line of credit to Top 1 in the amount of $3 million. The purpose of the loan was to finance Top 1's eligible accounts receivable and to replace the existing line of credit with UCB.

18. On October 5, 1998, Far East extended a line of credit to Top 1 to be secured by the accounts receivable which evidenced the sale of goods by Top 1 to its customers. Under the terms of the loan, whenever Top 1 delivered goods and services to its customers, Top 1 was to submit the accounts receivable to Far East. No advance would be made by Far East to Top 1 based on the accounts receivable unless they satisfied the terms and conditions of the loan including that the accounts receivable did not have a due date which was more than ninety days old. Based on the application of a predetermined lending formula to the purported value of accounts receivable which were accepted by Far East, Top 1 would be entitled to draw advances from the loan facility.
19. Upon acceptance by Far East, the accounts receivable would be sent to an overseas bank for collection. When the overseas bank received Top 1’s customers’ payment, the payment would be automatically sent directly to Far East and applied against the outstanding loan balance of Top 1. The accounts receivable for which payment had been received would then be eliminated from the collateral base against which the advance was calculated.

20. The primary source of repayment for any advances by Far East to Top 1 was the accounts receivable. As a precondition of any advances, Top 1 was required to perfect Far East’s first priority security interest in the accounts receivable which were accepted by Far East as collateral under the line of credit. Far East’s first priority security interest was to be perfected by the filing of a UCC-1 financing statement which encompassed any accounts receivable accepted by Far East.

21. Pursuant to the terms of the loan, Far East had no obligation to make an advance to Top 1 unless it accepted as security accounts receivable which satisfied the preconditions for the funding of the line of credit. Moreover, Far East had no obligation to make an advance to Top 1 unless it obtained a first priority security interest in the accounts receivable which were accepted as collateral under the line of credit.

22. On October 5, 1998, Far East and Top 1 put UCB on notice that they were preparing to enter into an accounts receivable loan financing relationship. Among other things, Far East requested from UCB a detailed schedule of outstanding accounts receivable “currently under collection through your bank” (Trial Exhibit 114) to make a determination which, if any, of the accounts receivable under collection by UCB would be accepted as collateral for an advance to Top 1.

23. As of October 5, 1998, Top 1 owed UCB approximately $2,250,000 for prior advances made by UCB to Top 1 which were unpaid. To perfect Far East’s security interest in the accounts receivable, Top 1 needed to pay off its loan with UCB. Upon payoff, UCB would release its first priority security interest in the accounts receivable. Top 1 was relying on an initial advance by Far East to satisfy its loan obligations to UCB. In the event that the value of the accounts receivable accepted by Far East as
collateral could not support an advance in a sufficient amount, Top 1 would have had to pay off UCB from other means in order for UCB to release its first priority security interest in accounts receivable. Such a release was a precondition which Top 1 had to satisfy in order to receive any advances from Far East.

24. On October 7, 1998, UCB provided detailed information to Far East regarding the identity and amounts of the accounts receivable currently “under collection” by UCB. The information provided by UCB was material to Far East’s decision to fund the line of credit it had extended to Top 1 on October 5, 1998. Far East relied on the information contained in the October 7, 1998 letter to determine the amount of the initial advance to Top 1 which would be disbursed to UCB. Moreover, the information provided by UCB was relied on by Far East to determine the general creditworthiness of Top 1 for the initial loan disbursement.

25. At the time of the October 7 letter (Trial Exhibit 119), UCB did not have any expectation of repayment through the collections process for any of the accounts receivable identified on the schedule provided to Far East with the October 7 letter.

26. In the schedule provided with the October 7 letter, UCB identified, among other accounts receivable, that accounts receivable from customers named Vincent Office Supplies and Jakarta were “under collection.” At the time the October 7 letter was sent to Far East, UCB knew that the accounts receivable of Vincent Office Supplies and Jakarta were being or already had been returned.

27. Notwithstanding that Far East and Top 1 entered into a loan agreement on October 5, 1998, Far East’s commitment to make advances to Top 1 based on the receipt of qualifying accounts receivable was revocable at any time before the line of credit was funded. At any point, even after the loan was funded, Far East was legally entitled to back out of the transaction if it obtained any information that revealed that Top 1 had made false representations regarding its financial condition or the value of the accounts receivable. Far East could have refused to fund the loan if it had been advised by UCB regarding the true state of Top 1’s loan with UCB and the status of the accounts receivable.
28. On October 14, 1998, Far East sent a letter to UCB in which Far East advised UCB that Far East would remit $2,248,724.21 to UCB on October 15, 1998 on three conditions. The first condition was that UCB issue a letter to Continental Insurance Company ("CNA") releasing UCB’s security interest in Top 1 insurance policies. The second condition was that Top 1 file a UCC-2 release of its security interest with the Secretary of State. The third condition was that UCB undertake to wire transfer to Far East proceeds of all funds collected by UCB from Top 1 accounts receivable under the accounts receivable collection process.

29. On October 15, 1998, UCB replied to Far East’s letter dated October 14, 1998. From this letter, Far East understood that UCB had complied with the first and second condition of payoff. Far East did not receive any communication from anyone at UCB on or before October 15, 1998 suggesting that UCB did not intend to comply with the third condition of payoff imposed by Far East which was an agreement by UCB to collect on the accounts receivable documents and remit proceeds by wire transfer to Far East.

30. On October 15, 1998, Far East made an initial advance to Top 1 of $2,248,724.21 which was disbursed to UCB. This amount equaled the loan balance which was then outstanding between Top 1 and UCB. The payment by Far East to UCB was made by wire transfer from Far East’s account at the Federal Reserve Bank to UCB’s accounting at the Federal Reserve Bank. As a result of the loan disbursement to UCB, UCB terminated its first priority security interest in the accounts receivable of Top 1.

31. At the time of this payment, UCB, through its officers, intentionally misrepresented and concealed from Far East the history of the lack of collection by UCB on the accounts receivable which had previously been submitted by Top 1 and the practice by UCB of allowing Top 1 to substitute old accounts receivable for new accounts receivable in order to keep the loan from default. As a result, Far East was induced by UCB to make an initial advance to Top 1 which was disbursed to UCB based on Far East’s mistaken belief that the accounts receivable identified in the October 7, 1998, letter from UCB to
Far East were “under collection” and that UCB had an expectation of repayment through the collections process.

32. If Far East had discovered before October 15, 1998, that UCB had been releasing Top 1’s accounts receivable FOP, Far East would not have agreed to extend a line of credit to Top 1.

33. As of October 15, 1998, Far East believed that the accounts receivable of Top 1 which were accepted by Far East as security for an advance under the line of credit were valid and collectible.

34. As of October 15, 1998, Far East believed that the loan between Top 1 and UCB was and had been well-performing and secured by sufficient collateral.

35. Based on Far East’s belief that the accounts receivable of Top 1 were valid and collectible and the loan between Top 1 and UCB was well-performing and secured by sufficient collateral, Far East made an initial advance to Top 1 under the line of credit of $2,248,724.21 which was disbursed to UCB on October 15, 1998.

36. If UCB had revealed the existence of the practice of releasing the accounts receivable of Top 1 on a “free of payment” basis, Far East would not have made an initial advance to Top 1 under the line of credit of $2,248,724.21 which was disbursed to UCB on October 15, 1998.

37. After October 15, 1998, Far East made additional advances to Top 1 under the line of credit. In December 1998, Far East determined that accounts receivable submitted by Top 1 were not being paid. Upon investigation, Far East discovered that Top 1 had not shipped any goods as were described in the accounts receivable submitted by Top 1 to Far East.

38. In January 1999, Far East classified the Top 1 loan and declared a default.

39. In February 1999, Far East instituted litigation against Top 1 and Pan in Los Angeles County Superior Court. A default judgment was entered against Top 1 and Pan. Far East has not collected any amounts from Top 1 or Pan as a result of the judgment.
40. Far East did not receive repayment from Top 1 or any overseas customers for any of the
accounts receivable which were identified by UCB as being "under collection" in the October 7, 1998,
letter.

41. On April 22, 1999, Far East charged-off the Top 1 loan loss in the amount of $2,967,856.
42. Throughout all relevant times UCB and Far East were competitors.

II. ULTIMATE FACTUAL FINDINGS

A. Business and Professions Code section 17200, et seq.

1. UCB made representations to and concealed material facts from Far East in connection
with the payoff by Far East of Top 1's loan with UCB.

2. UCB's conduct constitutes a fraudulent business act within the meaning of Business
(1983) 35 Cal.3d 197, 211 (fraudulent practice is simply one in which "the public is likely to be
deceived").

3. UCB's conduct constitutes an unfair business act within the meaning of Business and
Professions Code section 17200. An unfair practice occurs when the practice "offends an established
public policy or when the practice is immoral, unethical, aggressive, unscrupulous or substantially
530.)

4. The harm to Far East caused by UCB's unfair business act is not outweighed by the
reasons, justifications or motives of UCB in engaging in the act. *State Farm Fire & Casualty v. Superior
Court* (1996) 45 Cal.App.4th 1093, 1103 disapproved on other grounds in *Cel-Tech Communications
Investments v. Los Angeles Cellular Telephone* (1999) 20 Cal.4th 163, 185 (different standard involving
antitrust policy or laws applies to claims by a direct competitor alleging anti-competitive practices rather
than direct harm.)
5. As the result of UCB’s conduct, Far East was wrongfully induced to pay to UCB the amount of $2,248,724.21 on October 15, 1998.

6. Far East is entitled to interest accruing from October 15, 1998, the date Far East paid off the Top 1 loan. People v. Superior Court (1973) 9 Cal.3d 283, 286 (“a court of equity may exercise the full range of its inherent powers in order to accomplish complete justice between the parties, restoring if necessary the status quo ante as nearly as may be achieved.”)

B. Unjust Enrichment.

1. UCB made representations to and concealed material facts from Far East in connection with the payoff by Far East of Top 1’s loan with UCB.

2. As a result of UCB’s conduct, Far East was wrongfully induced to pay to UCB the amount of $2,248,724.21 on October 15, 1998. Western Gulf Oil v. Title Insurance Trust Co. (1948) 92 Cal.App.2d 257 (payments made as the result of misrepresentations are subject to restitution.)

3. Far East has no other adequate remedy to recover funds paid to UCB, and under the circumstances equity requires the return of the funds by UCB to Far East.

4. Far East is entitled to interest accruing from October 15, 1998, to the date Far East paid off the Top 1 loan with UCB. People v. Superior Court (1973) 9 Cal.3d 283, 286 (“a court of equity may exercise the full range of its inherent powers in order to accomplish complete justice between the parties, restoring if necessary the status quo ante as nearly as may be achieved.”)

Pursuant to California Rules of Court Rule 232(a), a statement of decision, if requested by either party, shall be prepared by Far East. If no statement of decision is requested within 10 days of this tentative decision, it shall be the statement of decision.

Dated: August 12, 2002

JUDGE OF THE SUPERIOR COURT
Superior Court of California  
County of San Francisco

FAR EAST NATIONAL BANK,  
Plaintiff(s)  

vs.  

UNITED COMMERCIAL BANK,  
Defendant(s)  

Case Number: 315690  

CERTIFICATE OF MAILING  
(CCP 1013a (4))

I, Barbara Hing, a Deputy Clerk of the Superior Court of the City and County of San Francisco, certify that I am not a party to the within action.

On August 12, 2002, I served the attached TENTATIVE DECISION by placing a copy thereof in a sealed envelope, addressed as follows:

JOHN F. FRIEDEMANN, ESQ.  
KYLE M. FISHER, ESQ.  
Friedemann, O'Brien, Goldberg & Zarian LLP  
420 Aviation Blvd., Suite 201  
Santa Rosa, CA 95403

EDWARD LOZOWICKI, ESQ.  
WILLIAM HEBERT, ESQ.  
COUDERT BROTHERS LLP  
600 Beach Street, 3rd floor  
San Francisco, CA 94109-1312

and, I then placed the sealed envelopes in the outgoing mail at 400 McAllister Street, San Francisco, CA. 94102 on the date indicated above for collection, attachment of required prepaid postage, and mailing on that date following standard court practices.

Dated: August 12, 2002

GORDON PARK LI, Clerk

By:  

Barbara Hing, Deputy Clerk

Certificate of Mailing
EXHIBIT 6
San Francisco Superior Courts
Information Technology Group

Document Scanning Lead Sheet
Aug-16-2002 4:39 pm

Case Number: CGC-00-315690
Filing Date: Aug-12-2002 10:49
Juke Box: 001 Image: 00484345
TENTATIVE DECISION

FAR EAST NATIONAL VS UNITED COMMERCIAL

001C00484345

Instructions:
Please place this sheet on top of the document to be scanned.
SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SAN FRANCISCO

FAR EAST NATIONAL BANK, Case No. 315690
Plaintiff,

v.

UNITED COMMERCIAL BANK, and
DOES 1 through 50, inclusive,

Defendants.


Before commencement of the presentation of evidence, Far East dismissed the first, third, and fifth causes of action alleged in the First Amended Complaint ("the Complaint") for breach of the implied covenant of good faith and fair dealing, negligent misrepresentation and breach of fiduciary duty. The
action was tried on the remaining causes of action alleged in the Complaint for intentional misrepresentation (Second Cause of Action), violation of California Business & Professions Code Section 17200 ("Section 17200") (Fourth Cause of Action), and unjust enrichment (Sixth Cause of Action).

Upon application by UCB, and without opposition by Far East, the claims for violation of Section 17200 and unjust enrichment were determined to be equitable claims to be decided by the Court sitting without a jury and the Court ordered them severed from Far East’s claim for intentional misrepresentation. Far East’s claim for intentional misrepresentation was tried to the jury. On July 25, 2002, the jury returned its special verdict in favor of Far East against UCB.

Commencing on June 18, 2002, and concurrent with the presentation of evidence to the jury on Plaintiff’s claim of intentional misrepresentation, the Court heard argument and evidence on Plaintiff’s equitable claims. At the conclusion of the presentation of evidence, on July 22, 2002, counsel gave closing arguments. Oral and documentary evidence was introduced on behalf of the respective parties and the causes were argued and submitted for decision. The Court, having considered the evidence and heard the arguments of counsel and being fully advised, issues the following tentative decision. This tentative decision sets forth this Court’s evidentiary findings based on the evidence received during the evidentiary presentations of this trial. The ultimate factual findings set forth at the end of this tentative decision encompass and include all intermediate and evidentiary facts necessary to sustain them. Some, but not necessarily all, evidence relied upon by the Court is noted herein.

I. EVIDENTIARY FINDINGS

1. Top 1 International Trading & Investment Company, Inc. ("Top 1") was an international wholesale trading company.
9. In 1998, the FOP practice became virtually the exclusive method used by UCB to administer the Top 1 loan. Throughout 1998, old accounts receivable were swapped for new accounts receivable submitted by Top 1. The old accounts receivable would be released and replaced by new accounts receivable in the same or slightly different amounts for the same overseas buyers without any payments having been received by UCB throughout the collections process.

10. Between August 5, 1997, and October 5, 1998, UCB sent 116 accounts receivable of Top 1 through the collections process. Of the 116 accounts receivable sent for collection overseas, only two were paid through the collections process. The remainder of the accounts receivable were either released through the FOP practice or returned to Top 1.

11. Through the swapping of accounts receivable, the Top 1 loan appeared to be secured by valuable collateral, even though the accounts receivable were not being paid when due. As the result of the FOP practice, the Top 1 loan appeared to be current and the credit advanced by UCB to Top 1 appeared to be secured by sufficient and valuable collateral.

12. During the period the Top 1 loan was outstanding, UCB was transforming itself from a thrift into a commercial bank. Consequently, UCB was attempting to raise capital to expand its commercial loan portfolio through an offering of stock in the summer of 1998 by its holding company, UCBH Holdings, Inc. The reporting of the Top 1 loan as a loss in the first quarter of 1998 would have had a material impact on the offering and would have delayed the growth strategy of UCB. Senior management of UCB, including Tommy Wu, the president of UCB, William Goldrick, the Chief Credit Officer of UCB and Sylvia Loh, the head of the Commercial Banking Division were issued stock as part of the public offering and were all aware of the Top 1 loan.

13. As a secondary source of repayment on the loan, UCB was named as a loss payee on an export credit insurance policy issued by CNA to Top 1. Under the policy, CNA would reimburse UCB commercial bank. For purposes of this statement of decision, both USB and UCB will be referred to as UCB.
2. The president and principal of Top 1 was Martin Pan ("Pan"). On March 12, 1997, UCB's predecessor, United Savings Bank ("USB") extended a $1 million revolving commercial loan to Top 1 which was secured by the collateral of Top 1 including accounts receivable evidencing the sale of goods by Top 1 to customers located in Asia.

4. During the course of the loan with UCB, Top 1 submitted accounts receivable to UCB to obtain advances on the line of credit. The collection process for the accounts receivable is described as follows: each account receivable was sent by UCB to an overseas bank for collection. In the event of payment by the overseas buyer, the funds would be sent by the overseas bank to UCB and the proceeds would be used to pay down Top 1's line of credit.

5. Throughout the loan relationship between Top 1 and UCB, the receipt by UCB of payments on accounts receivable of Top 1 through the collections process was identified in documents in Top 1's credit file at UCB as the primary source of repayment for the loan and the documentary collection process was identified as the means of reducing the credit risk to UCB.

6. In July 1997, UCB increased Top 1's credit facility from $1 million to $2.6 million.

7. During 1997, problems were encountered by UCB with respect to the Top 1 loan such as late payments, the lack of collection on accounts receivable sent overseas, the failure of Top 1 to submit financial information, the discovery that Top 1 had not filed tax returns with the Internal Revenue Service for the years 1993, 1994, 1995 and 1996, and the inability of UCB to confirm the existence and/or financial worthiness of customers of Top 1.

8. During 1997, UCB started an unusual practice with respect to the accounts receivable of Top 1 known as "free of payment" ("FOP"). Pursuant to the FOP practice, the accounts receivable sent overseas by UCB were released to overseas buyers without the receipt of payment through the collections process.

---

1 Before the first quarter of 1998, USB was a federally chartered savings bank. On January 1, 1998, United Savings Bank changed its name to United Commercial Bank. In 1998, UCB converted its charter to become a state chartered
for unpaid accounts receivable in certain proscribed circumstances such as where the customer of Top 1 was bankrupt and a claim was made in a timely basis after the accounts receivable had not been paid.

14. In June 1998, as the Top 1 loan was maturing, UCB was advised that the CNA policy did not provide coverage if the accounts receivable submitted by Top 1 were fraudulent. UCB determined that the CNA policy was no longer available as a source of repayment for the Top 1 loan.

15. In order to avoid taking a loss, UCB encouraged Pan to find another lender to pay off the loan. In order to put pressure on Top 1 to find another bank, UCB restricted Top 1 to thirty-day extensions of the loan which would have otherwise matured in July 1998.


17. On October 2, 1998, Far East and Top 1 entered into a loan commitment. Far East agreed to extend a revolving line of credit to Top 1 in the amount of $3 million. The purpose of the loan was to finance Top 1’s eligible accounts receivable and to replace the existing line of credit with UCB.

18. On October 5, 1998, Far East extended a line of credit to Top 1 to be secured by the accounts receivable which evidenced the sale of goods by Top 1 to its customers. Under the terms of the loan, whenever Top 1 delivered goods and services to its customers, Top 1 was to submit the accounts receivable to Far East. No advance would be made by Far East to Top 1 based on the accounts receivable unless they satisfied the terms and conditions of the loan including that the accounts receivable did not have a due date which was more than ninety days old. Based on the application of a predetermined lending formula to the purported value of accounts receivable which were accepted by Far East, Top 1 would be entitled to draw advances from the loan facility.
19. Upon acceptance by Far East, the accounts receivable would be sent to an overseas bank for collection. When the overseas bank received Top 1’s customers’ payment, the payment would be automatically sent directly to Far East and applied against the outstanding loan balance of Top 1. The accounts receivable for which payment had been received would then be eliminated from the collateral base against which the advance was calculated.

20. The primary source of repayment for any advances by Far East to Top 1 was the accounts receivable. As a precondition of any advances, Top 1 was required to perfect Far East’s first priority security interest in the accounts receivable which were accepted by Far East as collateral under the line of credit. Far East’s first priority security interest was to be perfected by the filing of a UCC-1 financing statement which encompassed any accounts receivable accepted by Far East.

21. Pursuant to the terms of the loan, Far East had no obligation to make an advance to Top 1 unless it accepted as security accounts receivable which satisfied the preconditions for the funding of the line of credit. Moreover, Far East had no obligation to make an advance to Top 1 unless it obtained a first priority security interest in the accounts receivable which were accepted as collateral under the line of credit.

22. On October 5, 1998, Far East and Top 1 put UCB on notice that they were preparing to enter into an accounts receivable loan financing relationship. Among other things, Far East requested from UCB a detailed schedule of outstanding accounts receivable “currently under collection through your bank” (Trial Exhibit 114) to make a determination which, if any, of the accounts receivable under collection by UCB would be accepted as collateral for an advance to Top 1.

23. As of October 5, 1998, Top 1 owed UCB approximately $2,250,000 for prior advances made by UCB to Top 1 which were unpaid. To perfect Far East’s security interest in the accounts receivable, Top 1 needed to pay off its loan with UCB. Upon payoff, UCB would release its first priority security interest in the accounts receivable. Top 1 was relying on an initial advance by Far East to satisfy its loan obligations to UCB. In the event that the value of the accounts receivable accepted by Far East as
collateral could not support an advance in a sufficient amount, Top 1 would have had to pay off UCB from other means in order for UCB to release its first priority security interest in accounts receivable. Such a release was a precondition which Top 1 had to satisfy in order to receive any advances from Far East.

24. On October 7, 1998, UCB provided detailed information to Far East regarding the identity and amounts of the accounts receivable currently “under collection” by UCB. The information provided by UCB was material to Far East’s decision to fund the line of credit it had extended to Top 1 on October 5, 1998. Far East relied on the information contained in the October 7, 1998 letter to determine the amount of the initial advance to Top 1 which would be disbursed to UCB. Moreover, the information provided by UCB was relied on by Far East to determine the general creditworthiness of Top 1 for the initial loan disbursement.

25. At the time of the October 7 letter (Trial Exhibit 119), UCB did not have any expectation of repayment through the collections process for any of the accounts receivable identified on the schedule provided to Far East with the October 7 letter.

26. In the schedule provided with the October 7 letter, UCB identified, among other accounts receivable, that accounts receivable from customers named Vincent Office Supplies and Jakarta were “under collection.” At the time the October 7 letter was sent to Far East, UCB knew that the accounts receivable of Vincent Office Supplies and Jakarta were being or already had been returned.

27. Notwithstanding that Far East and Top 1 entered into a loan agreement on October 5, 1998, Far East’s commitment to make advances to Top 1 based on the receipt of qualifying accounts receivable was revocable at any time before the line of credit was funded. At any point, even after the loan was funded, Far East was legally entitled to back out of the transaction if it obtained any information that revealed that Top 1 had made false representations regarding its financial condition or the value of the accounts receivable. Far East could have refused to fund the loan if it had been advised by UCB regarding the true state of Top 1’s loan with UCB and the status of the accounts receivable.
28. On October 14, 1998, Far East sent a letter to UCB in which Far East advised UCB that Far East would remit $2,248,724.21 to UCB on October 15, 1998 on three conditions. The first condition was that UCB issue a letter to Continental Insurance Company ("CNA") releasing UCB’s security interest in Top 1 insurance policies. The second condition was that Top 1 file a UCC-2 release of its security interest with the Secretary of State. The third condition was that UCB undertake to wire transfer to Far East proceeds of all funds collected by UCB from Top 1 accounts receivable under the accounts receivable collection process.

29. On October 15, 1998, UCB replied to Far East’s letter dated October 14, 1998. From this letter, Far East understood that UCB had complied with the first and second condition of payoff. Far East did not receive any communication from anyone at UCB on or before October 15, 1998 suggesting that UCB did not intend to comply with the third condition of payoff imposed by Far East which was an agreement by UCB to collect on the accounts receivable documents and remit proceeds by wire transfer to Far East.

30. On October 15, 1998, Far East made an initial advance to Top 1 of $2,248,724.21 which was disbursed to UCB. This amount equaled the loan balance which was then outstanding between Top 1 and UCB. The payment by Far East to UCB was made by wire transfer from Far East’s account at the Federal Reserve Bank to UCB’s accounting at the Federal Reserve Bank. As a result of the loan disbursement to UCB, UCB terminated its first priority security interest in the accounts receivable of Top 1.

31. At the time of this payment, UCB, through its officers, intentionally misrepresented and concealed from Far East the history of the lack of collection by UCB on the accounts receivable which had previously been submitted by Top 1 and the practice by UCB of allowing Top 1 to substitute old accounts receivable for new accounts receivable in order to keep the loan from default. As a result, Far East was induced by UCB to make an initial advance to Top 1 which was disbursed to UCB based on Far East’s mistaken belief that the accounts receivable identified in the October 7, 1998, letter from UCB to
Far East were "under collection" and that UCB had an expectation of repayment through the collections process.

32. If Far East had discovered before October 15, 1998, that UCB had been releasing Top 1's accounts receivable FOP, Far East would not have agreed to extend a line of credit to Top 1.

33. As of October 15, 1998, Far East believed that the accounts receivable of Top 1 which were accepted by Far East as security for an advance under the line of credit were valid and collectible.

34. As of October 15, 1998, Far East believed that the loan between Top 1 and UCB was and had been well-performing and secured by sufficient collateral.

35. Based on Far East's belief that the accounts receivable of Top 1 were valid and collectible and the loan between Top 1 and UCB was well-performing and secured by sufficient collateral, Far East made an initial advance to Top 1 under the line of credit of $2,248,724.21 which was disbursed to UCB on October 15, 1998.

36. If UCB had revealed the existence of the practice of releasing the accounts receivable of Top 1 on a "free of payment" basis, Far East would not have made an initial advance to Top 1 under the line of credit of $2,248,724.21 which was disbursed to UCB on October 15, 1998.

37. After October 15, 1998, Far East made additional advances to Top 1 under the line of credit. In December 1998, Far East determined that accounts receivable submitted by Top 1 were not being paid. Upon investigation, Far East discovered that Top 1 had not shipped any goods as were described in the accounts receivable submitted by Top 1 to Far East.

38. In January 1999, Far East classified the Top 1 loan and declared a default.

39. In February 1999, Far East instituted litigation against Top 1 and Pan in Los Angeles County Superior Court. A default judgment was entered against Top 1 and Pan. Far East has not collected any amounts from Top 1 or Pan as a result of the judgment.
40. Far East did not receive repayment from Top 1 or any overseas customers for any of the accounts receivable which were identified by UCB as being “under collection” in the October 7, 1998, letter.

41. On April 22, 1999, Far East charged-off the Top 1 loan loss in the amount of $2,967,856.

42. Throughout all relevant times UCB and Far East were competitors.

II. ULTIMATE FACTUAL FINDINGS

A. Business and Professions Code section 17200, et seq.

1. UCB made representations to and concealed material facts from Far East in connection with the payoff by Far East of Top 1’s loan with UCB.

2. UCB’s conduct constitutes a fraudulent business act within the meaning of Business and Professions Code section 17200. Committee on Children’s Television v. General Foods Corp. (1983) 35 Cal.3d 197, 211 (fraudulent practice is simply one in which “the public is likely to be deceived”).


4. The harm to Far East caused by UCB’s unfair business act is not outweighed by the reasons, justifications or motives of UCB in engaging in the act. State Farm Fire & Casualty v. Superior Court (1996) 45 Cal.App.4th 1093, 1103 disapproved on other grounds in Cel-Tech Communications Investments v. Los Angeles Cellular Telephone (1999) 20 Cal.4th 163, 185 (different standard involving antitrust policy or laws applies to claims by a direct competitor alleging anti-competitive practices rather than direct harm.)
5. As the result of UCB’s conduct, Far East was wrongfully induced to pay to UCB the amount of $2,248,724.21 on October 15, 1998.

6. Far East is entitled to interest accruing from October 15, 1998, the date Far East paid off the Top 1 loan. *People v. Superior Court* (1973) 9 Cal.3d 283, 286 (“a court of equity may exercise the full range of its inherent powers in order to accomplish complete justice between the parties, restoring if necessary the status quo ante as nearly as may be achieved.”)

**B. Unjust Enrichment.**

1. UCB made representations to and concealed material facts from Far East in connection with the payoff by Far East of Top 1’s loan with UCB.

2. As a result of UCB’s conduct, Far East was wrongfully induced to pay to UCB the amount of $2,248,724.21 on October 15, 1998. *Western Gulf Oil v. Title Insurance Trust Co.* (1948) 92 Cal.App.2d 257 (payments made as the result of misrepresentations are subject to restitution.)

3. Far East has no other adequate remedy to recover funds paid to UCB, and under the circumstances equity requires the return of the funds by UCB to Far East.

4. Far East is entitled to interest accruing from October 15, 1998, to the date Far East paid off the Top 1 loan with UCB. *People v. Superior Court* (1973) 9 Cal.3d 283, 286 (“a court of equity may exercise the full range of its inherent powers in order to accomplish complete justice between the parties, restoring if necessary the status quo ante as nearly as may be achieved.”)

Pursuant to California Rules of Court Rule 232(a), a statement of decision, if requested by either party, shall be prepared by Far East. If no statement of decision is requested within 10 days of this tentative decision, it shall be the statement of decision.

Dated: August 12, 2002

JUDGE OF THE SUPERIOR COURT
Superior Court of California
County of San Francisco

FAR EAST NATIONAL BANK,

Plaintiff(s)

vs.

UNITED COMMERCIAL BANK,

Defendant(s)

Case Number: 315690

CERTIFICATE OF MAILING
(CCPS 1013a (4) )

I, Barbara Hing, a Deputy Clerk of the Superior Court of the City and County of San Francisco, certify that I am not a party to the within action.

On August 12, 2002, I served the attached TENTATIVE DECISION by placing a copy thereof in a sealed envelope, addressed as follows:

JOHN F. FRIEDEMANN, ESQ.
KYLE M. FISHER, ESQ.
Friedemann, O’Brien, Goldberg & Zarian LLP
420 Aviation Blvd., Suite 201
Santa Rosa, CA 95403

EDWARD LOZOWICKI, ESQ.
WILLIAM HEBERT, ESQ.
COUDERT BROTHERS LLP
600 Beach Street, 3rd floor
San Francisco, CA 94109-1312

and, I then placed the sealed envelopes in the outgoing mail at 400 McAllister Street, San Francisco, CA. 94102 on the date indicated above for collection, attachment of required prepaid postage, and mailing on that date following standard court practices.

Dated: August 12, 2002

GORDON PARK LI, Clerk

By: Barbara Hing, Deputy Clerk

Certificate of Mailing
EXHIBIT 8
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)
þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.
For the fiscal year ended December 31, 2005.

OR

o TRANSITION REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.
For the transition period from to .

Commission File Number: 000-24947

UCBH Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware 94-3072450
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

555 Montgomery Street,
San Francisco, California 94111
(Address of principal executive offices)

Registrant’s telephone number, including area code: (415) 315-2800

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

None

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

Common Stock, Par Value $0.01 Per Share
Preferred Stock Purchase Rights

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ Accelerated filer o Non-accelerated filer o

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

The aggregate market value of the common stock held by non-affiliates of the registrant is $1,280,144,325 and is based upon the last sales price as quoted on The NASDAQ Stock Market as of June 30, 2005.

As of January 31, 2006, the Registrant had 94,045,813 shares of common stock, par value $0.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Proxy Statement for the May 18, 2006, Annual Meeting of Stockholders is incorporated by reference into Part III.

UCBH HOLDINGS, INC. AND SUBSIDIARIES

Table of Contents

\begin{tabular}{|l|l|}
\hline
\textbf{Item} & \textbf{Page} \\
\hline
1 & Business \\
1A & Risk Factors \\
1B & Unresolved Staff Comments \\
2 & Properties \\
3 & Legal Proceedings \\
4 & Submission of Matters to a Vote of Security Holders \\
\hline
\textbf{PART I} & \\
5 & Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities \\
6 & Selected Financial Data \\
7 & Management’s Discussion and Analysis of Financial Condition and Results of Operation \\
7A & Quantitative and Qualitative Disclosures About Market Risk \\
8 & Financial Statements and Supplementary Data \\
9 & Changes in and Disagreements with Accountants on Accounting and Financial Disclosure \\
9A & Controls and Procedures \\
9B & Other Information \\
\hline
\textbf{PART II} & \\
10 & Directors and Executive Officers of the Registrant \\
11 & Executive Compensation \\
12 & Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters \\
13 & Certain Relationships and Related Transactions \\
14 & Principal Accounting Fees and Services \\
\hline
\textbf{PART III} & \\
15 & Exhibits, Financial Statement Schedules \\
\hline
\end{tabular}
EXHIBIT 21.0
EXHIBIT 23.1
EXHIBIT 31.1
EXHIBIT 31.2
EXHIBIT 32.0
### Table of Contents

The allocation of the allowance for loan losses analysis and the percentage of gross loans held in portfolio at December 31, 2005, 2004, 2003, 2002 and 2001, were as follows (dollars in thousands):

<table>
<thead>
<tr>
<th>Year</th>
<th>Amount</th>
<th>%</th>
<th>Amount</th>
<th>%</th>
<th>Amount</th>
<th>%</th>
<th>Amount</th>
<th>%</th>
<th>Amount</th>
<th>%</th>
</tr>
</thead>
</table>

**Allocated:**

**Commercial:**
- Secured by real estate — nonresidential: $30,778 (39.52%) $30,885 (47.99%) $26,702 (45.18%) $18,647 (42.17%) $11,435 (35.21%)
- Secured by real estate — multifamily: 1,075 (25.81%) 629 (21.38%) 5,263 (30.80%) 8,977 (30.18%) 6,087 (29.89%)
- Construction: 9,412 (8.47%) 8,929 (7.16%) 9,274 (7.76%) 9,275 (7.09%) 4,654 (8.00%)
- Business: 22,406 (14.80%) 14,971 (11.56%) 6,011 (7.85%) 7,017 (8.65%) 4,401 (7.23%)
- Total commercial: 63,671 (88.60%) 55,414 (88.09%) 47,250 (91.59%) 43,916 (88.09%) 26,577 (80.33%)

**Consumer:**
- Residential mortgage (one-to-four family): 697 (10.52%) 728 (10.72%) 292 (7.25%) 1,555 (10.23%) 2,187 (18.96%)
- Other: 174 (0.88%) 330 (1.19%) 465 (1.16%) 635 (1.68%) 183 (0.71%)
- Total consumer: 871 (11.40%) 1,058 (11.91%) 757 (8.41%) 2,190 (11.91%) 2,370 (19.67%)

**Total allocated:** 64,542 (100.00%) 56,472 (100.00%) 48,007 (100.00%) 46,106 (100.00%) 28,947 (100.00%)

**Non-loan category specific (2):** — — 10,122 2,759 —

**Allowance for loan losses:** $64,542 $56,472 $58,129 $48,865 $34,550

**Allowance for losses — unfunded commitments (1):**
- $3,402 $3,940 $2,737 $— $—

---

1. Included in allowance for loan losses in 2002 and 2001.

2. During the course of 2004 and 2005, UCB continued its ongoing evaluation of the loss factors used to determine the allowance. As part of this evaluation, the portion of the allowance previously presented as "non loan category specific" was allocated to specific loan portfolios, to align the potential imprecision arising from the accuracy of the risk rating process and general economic and business conditions affecting our key lending areas with the underlying loan portfolio. The presentation for 2004 and 2005 reflects this modification.

The allocation of the allowance to each category is not necessarily indicative of future loss in any particular category and does not restrict our use of the allowance to absorb losses in other categories.

The ratio of allowance for loan losses to total loans held in portfolio was 1.11% at December 31, 2005, compared with 1.39% at December 31, 2004. The allowance for loan losses was $64.5 million at December 31, 2005, compared with $56.5 million at December 31, 2004. The increase in the allowance for loan losses primarily reflects the growth in the loan portfolio and the increase in commercial loans for the year ended December 31, 2005, and the allowance for loan losses of $2.1 million and $788,000 from the acquisitions of Pacifica and AABT. For the year ended December 31, 2005, UCB continued its ongoing process of reviewing its loan portfolio by evaluating the loss factors and current economic conditions in light of its own historical loss experience, loan delinquency and classification in determining the adequate level of allowance for loan losses. Accordingly, UCB provided for $6.1 million of loan losses for the year ended December 31, 2005, compared with $4.2 million provided for the year ended December 31, 2004. In addition, UCB experienced lower net loan charge-offs for the year ended December 31, 2005, when compared with the net loan charge-offs for the year ended December 31, 2004. The net charge-offs were $1.6 million and $4.8 million for the year ended December 31, 2005 and 2004, respectively. The Federal Reserve has consistently raised interest rates during 2005 and has communicated its intention to continue this into 2006. As interest rates rise, additional pressure may be placed on our borrowers' abilities to meet their contractual loan obligations, which may result in future increases to the allowance for loan losses and, in turn, higher provisions for loan losses.

**Allowance for Unfunded Commitments:** We also estimate a reserve related to unfunded commitments. The allowance is included.
Allowance for Unfunded Commitments. We also estimate a reserve related to unfunded commitments. The allowance is included in other liabilities on the Company's consolidated balance sheet with any related increases or decreases in the allowance included in noninterest expense in the Company’s consolidated income statement.

In assessing the adequacy of this reserve, we use a process similar to the one used in estimating the allowance for loan losses. Loss factors have been developed based upon historical experience with regard to the portions of these commitments that eventually become funded. During 2005, we updated the loss factors associated with these commitments based upon current experience. The factors were lowered as a result of these evaluations, reflecting continued improvement in the losses associated with these exposures. This resulted in a reduction in the allowance of $538,000, net of increase in commitments.

Commitments to extend credit upon, which the above allowances were calculated on December 31, 2005 and 2004, were $1.30 billion and $787.9 million, respectively.

Operational Risk Management

Operational risk is the potential for unexpected losses attributable to human error, systems failures, fraud, or inadequate internal controls and procedures. Successful operational risk management is particularly important to a diversified financial services company like ours because of the nature, volume and complexity of our various businesses.

The Enterprise Risk Management Committee provides oversight to accelerate and facilitate consistency of effective policies, best practices, controls and monitoring tools for managing and assessing all types of operational risks across the Company. Such risks are managed through corporate wide or business division specific policies and procedures, controls and monitoring tools. Examples of these include personnel management practices, data reconciliation processes, transaction processing monitoring and analysis, systems interruptions and new product introduction processes. In addition, we have an Operational Risk Management group in place, whose responsibility is to help Company management identify and monitor the key controls and processes that the Company has in place to mitigate operational risk.

We classify operational risk into two major categories: business specific and corporate-wide affecting all business lines. Management of operational risk requires a different strategy for each category. For business specific risks, the Operational Risk Management Group works with the divisions to ensure consistency in policies, processes, and assessments. With respect to corporate-wide risks, such as information security, business recovery, legal and compliance, the Operational Risk Management Group assesses the risks, develops a consolidated corporate view and communicates that view to the business groups.

In addition, to help manage company-wide risks, we have specialized support groups, such as the Legal Department, Information Security, Business Recovery, Corporate Finance, Corporate Compliance, and Technology and Operations. These groups assist the lines of business in the development and implementation of risk management practices specific to the needs of the individual businesses.

Interest Rate and Market Risk Management

Interest rate risk is the potential for loss resulting from adverse changes in the level of interest rates on UCB’s net interest income. Market risk is the potential for loss arising from adverse changes in the prices of UCB’s financial instruments as a result of changes in interest rates or other factors. As a financial institution that engages in transactions involving an array of financial products, UCB is constantly exposed to both interest rate risk and market risk.

UCB’s Board of Directors is responsible for approving the overall policies relating to the management of financial risk of UCB. In addition, UCB’s Board of Directors must understand the key strategies set by management for managing risk, establish and periodically revise the policy limits, and review all reported limit exceptions. The UCB’s Board of Directors has appointed a Market Risk Management Committee (“MRMC”) that is responsible for working with UCB’s Board of Directors to establish strategies to manage interest rate risk and to evaluate the effectiveness of these strategies. MRMC also estimates the effect of changes in interest rate on our net portfolio value (“NPV”) and whether such effects are within the limits set by UCB’s Board of Directors.
# Table of Contents

## UCBI HOLDINGS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in Thousands, Except Per Share Amounts)

<table>
<thead>
<tr>
<th>Year Ended December 31,</th>
<th>2005</th>
<th>2004</th>
<th>2003</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest and dividend income:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loans</td>
<td>$333,159</td>
<td>$226,292</td>
<td>$191,754</td>
</tr>
<tr>
<td>Funds sold and due from banks</td>
<td>2,121</td>
<td>649</td>
<td>106</td>
</tr>
<tr>
<td>Investment and mortgage-backed securities:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Taxable</td>
<td>56,503</td>
<td>63,646</td>
<td>60,870</td>
</tr>
<tr>
<td>Non-taxable</td>
<td>10,617</td>
<td>9,477</td>
<td>7,532</td>
</tr>
<tr>
<td>Total interest and dividend income</td>
<td>402,400</td>
<td>300,064</td>
<td>260,262</td>
</tr>
<tr>
<td>Interest expense:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deposits</td>
<td>123,317</td>
<td>67,267</td>
<td>68,724</td>
</tr>
<tr>
<td>Short-term borrowings</td>
<td>10,605</td>
<td>2,165</td>
<td>1,084</td>
</tr>
<tr>
<td>Subordinated debentures</td>
<td>9,353</td>
<td>8,185</td>
<td>7,922</td>
</tr>
<tr>
<td>Long-term borrowings</td>
<td>18,635</td>
<td>14,966</td>
<td>13,984</td>
</tr>
<tr>
<td>Total interest expense</td>
<td>161,910</td>
<td>92,583</td>
<td>91,714</td>
</tr>
<tr>
<td>Net interest income</td>
<td>240,490</td>
<td>207,481</td>
<td>168,548</td>
</tr>
<tr>
<td>Provision for loan losses</td>
<td>6,091</td>
<td>4,201</td>
<td>9,967</td>
</tr>
<tr>
<td>Net interest income after provision for loan losses</td>
<td>234,399</td>
<td>203,280</td>
<td>158,581</td>
</tr>
<tr>
<td>Noninterest income:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Commercial banking fees</td>
<td>10,607</td>
<td>8,254</td>
<td>6,650</td>
</tr>
<tr>
<td>Service charges on deposits</td>
<td>3,038</td>
<td>2,654</td>
<td>2,249</td>
</tr>
<tr>
<td>Gain (loss) on sale of securities, net</td>
<td>(5)</td>
<td>12,713</td>
<td>11,013</td>
</tr>
<tr>
<td>Gain on sale of SBA loans, net</td>
<td>3,356</td>
<td>1,463</td>
<td>3,030</td>
</tr>
<tr>
<td>Gain on sale of multifamily and commercial real estate loans, net</td>
<td>12,207</td>
<td>7,732</td>
<td>—</td>
</tr>
<tr>
<td>Unrealized loss on loans held for sale</td>
<td>(1,152)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equity loss in other equity investments</td>
<td>(2,296)</td>
<td>(2,210)</td>
<td>(152)</td>
</tr>
<tr>
<td>Other fees</td>
<td>929</td>
<td>271</td>
<td>413</td>
</tr>
<tr>
<td>Total noninterest income</td>
<td>26,684</td>
<td>30,877</td>
<td>23,203</td>
</tr>
<tr>
<td>Noninterest expense:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personnel</td>
<td>60,152</td>
<td>50,931</td>
<td>42,310</td>
</tr>
<tr>
<td>Occupancy</td>
<td>12,238</td>
<td>10,164</td>
<td>5,869</td>
</tr>
<tr>
<td>Data processing</td>
<td>6,847</td>
<td>5,896</td>
<td>4,826</td>
</tr>
<tr>
<td>Furniture and equipment</td>
<td>6,534</td>
<td>6,458</td>
<td>4,456</td>
</tr>
<tr>
<td>Professional fees and contracted services</td>
<td>10,763</td>
<td>7,496</td>
<td>5,802</td>
</tr>
<tr>
<td>Deposit insurance</td>
<td>742</td>
<td>774</td>
<td>695</td>
</tr>
<tr>
<td>Communication</td>
<td>955</td>
<td>1,287</td>
<td>1,066</td>
</tr>
<tr>
<td>Core deposit intangible amortization</td>
<td>1,345</td>
<td>1,282</td>
<td>1,762</td>
</tr>
<tr>
<td>Loss on extinguishment of subordinated debentures and secured borrowings</td>
<td>1,246</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other general and administrative</td>
<td>16,091</td>
<td>14,865</td>
<td>13,422</td>
</tr>
<tr>
<td>Total noninterest expense</td>
<td>116,913</td>
<td>99,153</td>
<td>80,208</td>
</tr>
</tbody>
</table>
### Financial Summary

<table>
<thead>
<tr>
<th></th>
<th>2006</th>
<th>2005</th>
<th>2004</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income before income tax expense</td>
<td>144,170</td>
<td>135,004</td>
<td>101,576</td>
</tr>
<tr>
<td>Income tax expense</td>
<td>46,344</td>
<td>49,401</td>
<td>36,938</td>
</tr>
<tr>
<td>Net income</td>
<td>$97,826</td>
<td>$85,603</td>
<td>$64,638</td>
</tr>
<tr>
<td>Earnings per share:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Basic</td>
<td>$1.06</td>
<td>$0.95</td>
<td>$0.74</td>
</tr>
<tr>
<td>Diluted</td>
<td>$1.02</td>
<td>$0.90</td>
<td>$0.71</td>
</tr>
</tbody>
</table>

See accompanying notes to consolidated financial statements.

70