

CATHAY GENERAL BANCORP

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

Adopted by the Board of Directors of Cathay General Bancorp as amended February 18, 2010

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of Cathay General Bancorp (the “Company”) is to identify and recommend to the Board nominees for election as directors of the Company, and to oversee matters of corporate governance for the Board.

Composition

The Committee shall be composed of three or more directors, as determined by the Board, each of whom shall satisfy the requirements of the Nasdaq Stock Market.

Responsibilities

The Committee is charged by the Board with responsibility with respect to the following:

1. Board Candidates
 - a. Identify and evaluate individuals qualified to serve as members of the Board.
 - b. Recommend for determination by the independent directors of the Company nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected.
 - c. Identify, evaluate, and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between meetings of stockholders.
2. Corporate Governance
 - a. Develop and recommend to the Board a set of corporate governance guidelines, review and reassess as appropriate the adequacy of any corporate governance guidelines adopted by the Board and recommend any proposed changes to the Board.
 - b. Consider any other corporate governance issues that arise, develop appropriate recommendations for the Board, and address matters of corporate governance not otherwise delegated to other committees of the Board.
 - c. Serve in an advisory capacity to the Board on matters of organizational and governance structure.
 - d. Oversee the implementation of the Board’s annual reviews of director independence.

- e. Develop and recommend to the Board a process to evaluate performance of the Board and its committees, and implement and oversee any process adopted.
 - f. Review and reassess, taking into account the assessments of the relevant committees, the adequacy of the various committee charters and recommend any proposed changes to the Board.
3. Additional Responsibilities
- a. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
 - b. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

- 1. Perform each of the responsibilities of the Committee described above.
- 2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee.
- 3. Appoint a chair of the Committee, unless a chair is designated by the Board.
- 4. Obtain advice and assistance from internal or outside legal counsel or other advisors.