

HANMI FINANCIAL CORP  
Form DEF 14A  
June 14, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

HANMI FINANCIAL CORPORATION  
(Name of Registrant as Specified In Its Charter)

Not Applicable  
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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No fee required.

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**HANMI FINANCIAL CORPORATION**  
**3660 Wilshire Boulevard, Penthouse Suite A**  
**Los Angeles, California 90010**  
**(213) 382-2200**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON JULY 25, 2012**

TO THE STOCKHOLDERS OF HANMI FINANCIAL CORPORATION:

NOTICE IS HEREBY GIVEN that the 2012 annual meeting of stockholders (the “Annual Meeting”) of Hanmi Financial Corporation (“Hanmi Financial,” “the Company,” “we,” “us” or “our”) will be held at the Sheraton Universal Hotel, located at 333 Universal Hollywood Drive, Universal City, California, on Wednesday, July 25, 2012 at 10:30 a.m., Pacific Time, for the following purposes:

1. To elect seven (7) directors to serve for terms expiring at the 2013 annual meeting of stockholders, or until their successors are elected and qualified;
2. To provide an advisory (non-binding) vote on the proposal to approve the compensation of the Named Executive Officers;
3. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012; and
4. To consider any other business properly brought before the meeting.

Only stockholders of record at the close of business on June 12, 2012 are entitled to receive notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

You are cordially invited to attend the Annual Meeting in person. Whether or not you plan to attend in person, please vote by signing, dating, and returning the enclosed proxy card by mail. You may also vote by telephone or internet.

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Any stockholder attending the Annual Meeting may vote in person even if he or she previously returned a proxy.

By Order of our Board of Directors,

Jean Lim  
Corporate Secretary

Los Angeles, California  
June 12, 2012

**Important Notice Regarding the Availability of Proxy Materials for the  
2012 Annual Meeting of Stockholders to be held on July 25, 2012**

This Proxy Statement and the Company's 2011 Annual Report to Stockholders are available electronically at [www.hanmi.com](http://www.hanmi.com) by clicking on "Investor Relations" and then "Proxy Materials."

**PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 25, 2012**

The Board of Directors (our “Board”) of HANMI FINANCIAL CORPORATION is soliciting your proxy for use at the 2012 Annual Meeting of Stockholders to be held at the Sheraton Universal Hotel, located at 333 Universal Hollywood Drive, Universal City, California, on Wednesday, July 25, 2012, beginning at 10:30 a.m., Pacific Time, and at any adjournments or postponements thereof. This proxy statement (“Proxy Statement”), the enclosed proxy card, and other enclosures are first being mailed to stockholders on or about June 20, 2012.

**Questions and Answers about these Proxy Materials and the Annual Meeting**

**Question: Why did you send me this Proxy Statement?**

We sent you this Proxy Statement and the enclosed proxy card because we are soliciting your vote at the Annual Meeting. Our Board is providing these proxy materials to you in connection with the Annual Meeting. As a stockholder of record of our common stock, you are invited to attend the Annual Meeting, and are entitled and requested to vote on the proposals described in this Proxy Statement. This Proxy Statement summarizes the information you need to know to cast an informed vote at the Annual Meeting. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card by mail. You may also vote by internet or telephone.

We will begin sending this Proxy Statement, notice of the Annual Meeting, and the enclosed proxy card on or about June 20, 2012 to all stockholders entitled to vote. The record date for those entitled to vote is June 12, 2012.

Along with this Proxy Statement, we are also sending our annual report for the fiscal year ended December 31, 2011.

**Question: Who is entitled to vote and how many votes do I have?**

All stockholders who were stockholders of record of our common stock as of the close of business on June 12, 2012, and only those stockholders, will be entitled to vote at the Annual Meeting. You have one vote for each share of our common stock you owned as of the close of business on the record date.

**Question: How many shares are eligible to be voted?**

As of June 12, 2012, 31,489,201 shares of our common stock were outstanding. Each outstanding share of our common stock will entitle its holder to one vote on each matter to be voted on at the Annual Meeting.

**Question: What is the difference between holding shares as a “record” holder and in “street name”?**

- Record Holders If your shares of common stock are registered directly in your name on our stock records, you are considered the stockholder of record, or the “record” holder of those shares. As the record holder you have the right to vote your shares in person or by proxy at the Annual Meeting.
- Street Name Holders If your shares of common stock are held in an account at a brokerage firm, bank, or other similar entity, then you are the beneficial owner of shares held in “street name.” The entity holding your account is considered the record holder for purposes of voting at the Annual Meeting. As the beneficial owner you have the right to direct this entity on how to vote the shares held in your account. However, as described below, you may not vote these shares in person at the Annual Meeting unless you obtain a legal proxy from the entity that holds your shares giving you the right to vote the shares at the Annual Meeting.

**Question:                   What am I being asked to vote on at the Annual Meeting?**

You are being asked to vote on the following matters:

*Election of Directors.* The seven (7) director (“Director”) nominees who receive the most votes will be elected. So, if you do not vote “For” a particular nominee or you indicate “Withhold Authority to Vote” for a particular nominee on your proxy card, your abstention will have no effect on the election of Directors.

*Advisory (Non-Binding) Resolution on the Proposal to Approve the Compensation of our Named Executive Officers.* This proposal gives you the opportunity to vote (on an advisory non-binding basis) for or against the compensation of the executive officers identified in the Summary Compensation Table in this Proxy Statement (the “Named Executive Officers”). The compensation programs for the Named Executive Officers are described in the Compensation Discussion and Analysis section, the executive compensation tables and the related narrative discussion contained herein. Because your vote is advisory, it will not be binding upon our Board and may not be construed as overruling any decision by our Board. However, the Compensation Committee may, in its sole discretion, take into account the outcome of the vote when considering future executive compensation arrangements.

*Ratification of Selection of Independent Registered Public Accounting Firm.* This proposal gives you the opportunity to ratify our Board’s selection of KPMG LLP (“KPMG”) as our independent registered public accounting firm. We are submitting the selection of KPMG to you for ratification to obtain our stockholders’ views. If the stockholders do not ratify the selection by a majority vote of the present and voting shares, we will reconsider whether or not to retain KPMG. Even if the selection is ratified, we may, in our discretion, appoint a different independent registered public accounting firm at any time during the year if we determine that such a change would be in our and our stockholders’ best interests.

**Question:                   How does the Board of Directors recommend that I vote on the proposals?**

For the reasons set forth in more detail later in this Proxy Statement, our Board unanimously recommends that you vote:

· **FOR** each of the seven (7) Director nominees named in this Proxy Statement (Item 1);

· **FOR** the approval, on an advisory basis, of the compensation of the Named Executive Officers (Item 2);

· **FOR** the ratification of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2012 (Item 3).

**Question:                   What is the required quorum at the Annual Meeting?**



The required quorum for the transaction of business at the Annual Meeting is a majority of the outstanding shares of our common stock. Shares voted on a matter are treated as being present for purposes of establishing a quorum.

**Question:           What vote is required to approve each proposal at the Annual Meeting?**

Election of Directors. Directors are elected by a plurality of votes cast. The seven (7) Director nominees receiving the most votes will be elected to our Board.

Advisory Vote on the Compensation of the Named Executive Officers. Approval, on an advisory basis, of the compensation of the Named Executive Officers requires the affirmative vote of a majority of the shares present in person or by proxy at the Annual Meeting and voting on this item.

*Ratification of Selection of Independent Registered Public Accounting Firm.* Approval of the proposal to ratify the selection of KPMG as our independent registered public accounting firm requires the approval of a majority of shares represented and voting.

**Question: What is the effect of broker non-votes and abstentions?**

Abstentions and broker non-votes will be counted for purposes of determining a quorum. Your broker, however, will not be entitled to vote on the election of Directors and on the advisory (non-binding) proposal to approve the compensation of Named Executive Officers without your instruction.

Your broker will be authorized to vote your shares on the ratification of our independent registered public accounting firm even if it does not receive instructions from you, and accordingly, broker non-votes will have no effect on this proposal.

Abstentions will have no effect on the election of directors and on the advisory (non-binding) vote to approve the compensation of Named Executive Officers, but will have the effect of a vote AGAINST the ratification of our independent registered public accounting firm and the proposal to adjourn or postpone the Annual Meeting to solicit additional proxies.

**Question: How can I vote my shares?**

If you hold your common stock in your own name and not through a broker or another nominee, you may vote your shares of common stock as follows, subject to compliance with the applicable cutoff times and deadlines described below in the “—Vote by Telephone,” “—Vote by Internet,” and “—Vote by Proxy” paragraphs:

- by using the toll-free telephone number listed on the proxy card;
- by using the Internet website listed on the proxy card;
- by signing, dating and mailing the proxy card in the enclosed postage-paid envelope, or
- by attending the Annual Meeting and voting in person.

Whichever of these methods you select to transmit your instructions, the proxy holders will vote your common stock in accordance with your instructions. If you give a proxy without specific voting instructions, your proxy will be voted by the proxy holders “FOR” each of the Director nominees named in this Proxy Statement, “FOR” for the approval, on an

advisory basis, of the compensation of the Named Executive Officers, and “FOR” the ratification of our independent registered public accounting firm, and, at the proxy holders’ discretion on such other matters, if any, as may properly come before the Annual Meeting (including any proposal to adjourn the Annual Meeting).

***Vote by Telephone.*** If you hold your common stock in your own name and not through a broker or another nominee, you can vote your shares of common stock by telephone by dialing the toll-free telephone number printed on your proxy card. Telephone voting is available 24 hours a day until 11:59 p.m., Pacific Time, on July 24, 2012. Easy-to-follow voice prompts allow you to vote your shares of common stock and confirm that your instructions have been properly recorded. If you vote by telephone, you do not need to return your proxy card.

***Vote by Internet.*** If you hold your common stock in your own name and not through a broker or another nominee, you can choose to vote via the Internet. The website for Internet voting is printed on your proxy card. Internet voting is available 24 hours a day until 11:59 p.m., Pacific Time, on July 24, 2012. As with telephone voting, you will be given the opportunity to confirm that your instructions have been properly recorded. If you vote via the Internet, you do not need to return your proxy card.

***Vote by Mail.*** You can vote by mail by signing, dating and returning the enclosed proxy card in the enclosed postage-paid envelope. Proxy cards sent by mail must be received by July 24, 2012.

The telephone and Internet voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions, and to confirm that stockholders' instructions have been recorded properly. Stockholders voting via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, that must be borne by the stockholder.

**Question: Can I change or revoke my vote after I return my proxy card?**

You may revoke a proxy at any time before the vote is taken at the Annual Meeting by filing with our Corporate Secretary a properly executed proxy of a later date by mail, telephone or Internet, or by attending the Annual Meeting and voting in person. Any such filing should be made to the attention of Jean Lim, Corporate Secretary, Hanmi Financial Corporation, 3660 Wilshire Boulevard, Penthouse Suite A, Los Angeles, California 90010. Attendance at the Annual Meeting will not by itself constitute revocation of a proxy.

**Question: How do I vote in person?**

If you plan to attend the meeting and vote in person, we will give you a ballot form when you arrive. However, if your shares are held in the name of your broker, bank or other nominee, you must bring a legal proxy from your broker, bank or other nominee to vote the shares at the Annual Meeting.

**Question: How will proxies be solicited?**

In addition to soliciting proxies by mail, our officers, directors, and employees, without receiving any additional compensation, may solicit proxies by telephone, fax, in person, or by other means. Arrangements also will be made with brokerage firms and other custodians, nominees, and fiduciaries to forward proxy solicitation materials to the beneficial owners of our common stock held of record by such persons, and we will reimburse such brokerage firms, custodians, nominees, and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith.

**Question: Will any other matters be considered at the Annual Meeting?**

We are not aware of any matter to be presented at the Annual Meeting other than the proposals discussed in this Proxy Statement. If other matters are properly presented at the Annual Meeting, then the persons named as proxies will have the authority to vote all properly executed proxies in accordance with the direction of our Board, or, if no such direction is given, in accordance with the judgment of the persons holding such proxies on any such matter, including any proposal to adjourn or postpone the Annual Meeting.

**Question: Are there any rules regarding admission to the Annual Meeting?**

Yes. You are entitled to attend the Annual Meeting only if you were, or you hold a valid legal proxy naming you to act for, one of our stockholders on the record date. Before we admit you to the Annual Meeting, we must be able to confirm:

· Your identity by reviewing a valid form of photo identification, such as a driver's license; and

· You were, or are validly acting for, a stockholder of record on the record date by:

\_ verifying your name and stock ownership against our list of registered stockholders, if you are the record holder of your shares;

\_ reviewing other evidence of your stock ownership, such as your most recent brokerage or bank statement, if you hold your shares in street name; or

\_ reviewing a written proxy that shows your name and is signed by the stockholder you are representing, in which case -either the stockholder must be a registered stockholder of record or you must have a brokerage or bank statement for that stockholder as described above.

**If you do not have a valid form of photo identification and proof that you owned, or are legally authorized to act as proxy for someone who owned, shares of our common stock on June 12, 2012, you will not be admitted to the Annual Meeting.**

At the entrance to the Annual Meeting, we will verify that your name appears in our stock records or will inspect your brokerage or bank statement, as your proof of ownership, and any written proxy you present as the representative of a stockholder. We will decide *in our sole discretion* whether the documentation you present for admission to the Annual Meeting meets the requirements described above.

**Question:**

**Is my vote confidential?**

Yes. It is our policy that documents identifying your vote are confidential. The vote of any stockholder will not be disclosed to any third party before the final vote count at the Annual Meeting except:

- To meet legal requirements;
- To assert claims for or defend claims against the Company;
- To allow authorized individuals to count and certify the results of the stockholder vote;
- If a proxy solicitation in opposition to our Board takes place; or
- To respond to stockholders who have written comments on proxy cards or who have requested disclosure.

**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

**Board of Directors and Nominees**

Hanmi Financial's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws provide for a Board of Directors consisting of no less than five (5) and no more than eleven (11) Directors, the exact number within this range to be determined by our Board. Currently, our Board consists of seven (7) Directors. Subject to their earlier resignation or retirement, Directors elected at the Annual Meeting will serve until the 2013 annual meeting of stockholders and until their successors are elected and qualified.

Our Board has identified certain minimum qualifications for its Directors, including having a demonstrated breadth and depth of management and/or leadership experience, preferably in a senior leadership role, such as chief executive officer, president or partner, in a large or recognized organization or governmental entity. Our Board believes that these particular qualifications provide our Directors with substantial experience relevant to serving as a Director of our Company, including in areas such as financial management, risk assessment and management, strategic planning, human resources, management succession planning, business development, community affairs, corporate governance, and business operations. Our Board believes that each of our nominees satisfies our director qualification standards and accordingly nominates I Joon Ahn, John A. Hall, Paul Seon-Hong Kim, Joon Hyung Lee, Joseph K. Rho, William J. Stolte and Jay S. Yoo (President) for election to our Board.

In addition to each Director nominee's professional experience outlined in the table below, our Board believes each Director nominee has other key attributes that are important to an effective board of directors, such as, integrity and demonstrated high ethical standards; sound judgment; analytical skills; the ability to engage management and each other in a constructive and collaborative fashion; diversity of origin, background, experience, and thought; and the commitment to devote significant time and energy to service on our Board and its committees.

The Director nominees receiving the most votes will be elected. Each Director nominee has indicated his willingness to serve. Each proxy will be voted for the election of such Director nominees unless instructions are given on the proxy to withhold authority to vote for them. In the event a Director nominee is unable to serve, your proxy will be voted for an alternative Director nominee as determined by our Board. All our Director nominees have previously been elected by our stockholders.

None of the Directors or executive officers was selected or hired pursuant to any arrangement or understanding. There are no family relationships among the Directors or the executive officers of Hanmi Financial. As of the date hereof, no Director holds a directorship with another company that has a class of securities registered pursuant to Section 12 of

the Exchange Act or subject to the requirements of Section 15(d) of the Exchange Act, or any company registered as an investment company under the Investment Company Act of 1940.

The following tables set forth information with respect to the Directors and executive officers of Hanmi Financial.

Name and Position	Age	Principal Occupation for Past Five Years and 10 Year Legal Proceedings	
I Joon Ahn, <i>Director</i>	73	Principal Occupation:	Retired; President, Ace’s Fashion Company, a garment manufacturing company (1973 to 2001); Founder of Hanmi Bank and Hanmi Financial; former Chairman of our Boards, Hanmi Financial and Hanmi Bank; former member of the Korean American Chamber of Commerce and the Southern California International Trade Federation.
			Our Board believes that Mr. Ahn should serve as a Director because Mr. Ahn plays a critical role in connection with the Korean-American community. Mr. Ahn has founded and served on a number of important Korean-American organizations inclusive of the Korean-American Garment Association, the Southern California Korean Federation, the Korean-American Chamber of Commerce and the Southern California International Trade Federation. Additionally, Mr. Ahn is a founding member of Hanmi Bank.
		Director Since:	1982



John A. Hall,  
*Director* 62 Principal Occupation: Retired; National Bank Examiner, Office of the Comptroller of the Currency (“OCC”), a division of the U.S. Treasury Department (1974 to 2005).

Our Board believes that Mr. Hall should serve as a Director because Mr. Hall’s experience as a bank regulatory examiner, both in credit and operations, is valuable to Hanmi Bank. In his role with the OCC, he served as an examiner in charge of various larger banking institutions and most recently served in the credit position for the Wells Fargo Large Bank Team. Our Board believes that Mr. Hall’s experience as a bank regulatory examiner has provided him with financial expertise that is valuable in his role as Audit Committee Chairman and assisting Hanmi Bank in complying with applicable regulations.

Director Since: February 2009

Paul Seon-Hong Kim,  
*Director* 67 Principal Occupation: Retired; President & CEO, Center Financial Corp/Center Bank for 9 years, converted it to a NASDAQ company with a 13-fold increase in total market capitalization (1998 to 2007); President & CEO, Uniti Financial/Uniti Bank (2008); served in various executive capacities inclusive of CCO and CFO, Hanmi Financial/Hanmi Bank (1986 to 1998); Adjunctive Professor, Cal State University (2007, 2009); Master of Business Administration from University of California Berkeley.

Our Board believes that Mr. Kim should serve as a Director because Mr. Kim’s many years of experience and long distinguished background in the banking industry gives him valuable financial expertise in understanding the Korean-American banking community that Hanmi Bank serves.

Director Since: February 2009

Joon Hyung Lee,  
*Director* 68 Principal Occupation: President, Root-3 Corporation, a property management, real estate investment, and development company (1983 to present); former Chairman of our Boards, Hanmi Financial and Hanmi Bank; former President of Byucksan America, Inc.; former President of Uniko Trading Co.; former Vice President of Nait Corporation; former Assistant Professor of Business Administration at Sung Kyun Kwan University in Korea; Master of Business Administration from New York University.

Our Board believes that Mr. Lee should serve as a Director because Mr. Lee’s knowledge and connections to the real estate development and investment markets are important for Hanmi Bank and make him a valuable asset to Hanmi Bank, particularly in the area of asset/liability management. In addition to his property management experience, Mr. Lee has a general contractor’s license, a real estate broker’s license as well as international trading experience. Mr. Lee’s longevity with Hanmi Bank also assists Hanmi Bank in setting its strategic direction.

Director Since: 1989



William J. Stolte, <i>Director</i>	65 Principal Occupation:	<p>Retired; Senior Executive Vice President, Union Bank of California in San Francisco (2000 to 2008); Director, Deloitte &amp; Touche, LLP (1995 to 2000); Partner, The Secura Group (1992 to 1995); served in various capacities, including Deputy Comptroller of the Currency, Chief National Bank Examiner, Deputy Director Multinational &amp; Regional Bank Supervision, National Bank Examiner, Office of the Comptroller of the Currency (1968-1992).</p> <p>In selecting Mr. Stolte to serve as a Director, our Board considered Mr. Stolte’s banking experience as an examiner, a consultant to the banking industry, as well as a bank executive, and his ability to assist our Board in addressing the challenges confronting Hanmi Bank.</p> <p>Director Since: April 2009</p>
Joseph K. Rho, <i>Chairman of our Board</i>	71 Principal Occupation:	<p>Retired. Current and former Chairman of the Boards, Hanmi Financial and Hanmi Bank (2007-present; 1999-2002); J &amp; S Investment (2002 to 2010); former Partner, Korea Plaza LP (1987 to 2002); and former President and Owner of Joseph K. Rho Insurance Agency.</p> <p>In selecting Mr. Rho to serve as a Director and with respect to his appointment as Chairman of Hanmi Financial and Hanmi Bank, our Board considered, in particular the importance of the Chairman’s role to ensure the effective functioning of our Board. Our Board believes that Mr. Rho is an effective coordinator of multiple Hanmi Bank constituencies, including stockholders, customers, officers, employees, community and regulators. Additionally, our Board considered the critical role Mr. Rho played in assisting Hanmi Financial in raising capital during the past two years. Lastly, in appointing Mr. Rho as Chairman, our Board considered that Mr. Rho is the largest individual stockholder and as such, can speak to building long-term stockholder value, and that Mr. Rho provides valuable insight into the concerns of stockholders and investors.</p> <p>Director Since: 1984</p>
Jay S. Yoo, <i>Director</i>	65 Principal Occupation:	<p>President and Chief Executive Officer, Hanmi Financial and Hanmi Bank (June 2008 to present); Chairman, President and Chief Executive Officer, Woori America Bank, a subsidiary of Woori Bank (2001 to 2007).</p> <p>Our Board believes that Mr. Yoo should serve as a Director because Mr. Yoo’s understanding of the Korean-American community, his years of banking experience since 1970, as well as, his past regulatory experience with the banking institutions in both New York and Seoul, Korea are valuable assets to Hanmi Bank. Additionally, our Board feels that it is important to have the Chief Executive Officer of Hanmi Financial serve as a Director in order to effectively execute our Board’s direction.</p>

Director  
Since: June 2008

**Executive Officers**

Name and Position	Age	Principal Occupation for Past Five Years and 10 Year Legal Proceedings
Jay S. Yoo, <i>President and</i>	65	<p><i>Current Position:</i> President and Chief Executive Officer, Hanmi Financial and Hanmi Bank (June 2008 to present)</p>
Chief Executive		<p>Chairman, President, and Chief Executive Officer, Woori</p>
<i>Officer</i>		<p><i>Previous Positions:</i> America Bank, a subsidiary of Woori Bank (2001 to 2007)</p>
Lonny D. Robinson, <i>Executive Vice</i>	54	<p><i>Current Position:</i> Executive Vice President and Chief Financial Officer, Hanmi Financial and Hanmi Bank (October 2011 to present)</p>
<i>President and Chief Financial Officer</i>		<p><i>Previous Positions:</i> Executive Vice President and Chief Financial</p>

Officer,  
Opportunity  
Bancshares  
(September  
2010 to  
October  
2011)

Chief  
Financial  
Officer,  
Western  
Community  
Bancshares  
(June 2010  
to  
September  
2010)

Executive  
Vice  
President  
and Chief  
Financial ,  
Center  
Financial  
Corporation  
(April 2007  
to May  
2010)

Jung Hak Son,  
*Executive Vice*

53 *Current Position:*

Executive  
Vice  
President  
and Chief  
Credit  
Officer,  
Hanmi Bank  
(October  
2009 to  
present)

*President and Chief  
Credit Officer*

*Previous Positions:* Senior Vice  
President  
and District  
Leader of  
various

districts,  
Hanmi Bank  
(2006 – 2009)

## **CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS**

Hanmi Financial is committed to sound corporate governance principles. These principles are essential to running Hanmi Financial's business efficiently and to maintaining Hanmi Financial's integrity in the marketplace. Hanmi Financial has adopted formal Corporate Governance Guidelines to explain Hanmi Financial's corporate governance principles to investors. Hanmi Financial has adopted a Code of Business Conduct and Ethics for employees and officers as well as for Directors. These Corporate Governance Guidelines, as well as Hanmi Financial's Codes of Business Conduct and Ethics and other governance matters of interest to investors, are available through Hanmi Financial's website at [www.hanmi.com](http://www.hanmi.com) by clicking on "Investor Relations" and then "Corporate Overview" and then "Governance Documents."

### **The Board of Directors and Its Committees**

During the fiscal year ended December 31, 2011, our Board held twenty nine (29) meetings. No Director attended fewer than ninety-seven (97%) of the aggregate number of meetings of our Board and the committees on which he served. Hanmi Financial's policy is to encourage all Directors to attend all Annual and Special Meetings of Stockholders. Hanmi Financial's 2011 Annual Meeting of Stockholders was attended by all Directors.

Our Board has a process for stockholders to send communications to Directors. Hanmi Financial's stockholders and interested parties may send communications to our Board by writing to our Board at Hanmi Financial Corporation, 3660 Wilshire Boulevard, Penthouse Suite A, Los Angeles, California 90010, Attention: Board of Directors. All such communications will be relayed directly to our Board.

Any interested party wishing to communicate directly with Hanmi Financial's independent Directors regarding any matter may send such communication in writing to Hanmi Financial's independent Directors at Hanmi Financial Corporation, 3660 Wilshire Boulevard, Penthouse Suite A, Los Angeles, California 90010, Attention: Chairman of the Board. Any interested party wishing to communicate directly with the Audit Committee regarding any matter, including any accounting, internal accounting controls, or auditing matter, may submit such communication in writing to Hanmi Financial Corporation, 3660 Wilshire Boulevard, Penthouse Suite A, Los Angeles, California 90010, Attention: Chairman of the Audit Committee. Any of the submissions may be anonymous and/or confidential. Confidentiality is a priority, and all reports will be treated confidentially to the fullest extent possible.

Stockholders may communicate to our Board on an anonymous basis and submissions of complaints or concerns will not be traced. For submissions that are not anonymous, the sender may be contacted in order to confirm information or to obtain additional information.

Our Board has three standing committees: the Audit Committee; the Nominating and Corporate Governance and Compensation Committee; and the Planning Committee. Each committee is governed by a charter, each of which is available through Hanmi Financial's website at [www.hanmi.com](http://www.hanmi.com) by clicking on "Investor Relations" and then "Corporate Overview" and then "Governance Documents."

### ***Audit Committee***

The Audit Committee appoints an independent registered public accounting firm to conduct the annual audit of Hanmi Financial's books and records. The Audit Committee also reviews with such accounting firm the scope and results of the annual audit, the performance by such accounting firm of professional services in addition to those related to the annual audit, and the adequacy of Hanmi Financial's internal controls. The current members of Hanmi Financial's Audit Committee are John A. Hall, Paul Seon-Hong Kim, Joon Hyung Lee, Joseph K. Rho and William J. Stolte, with Mr. Hall serving as its Chairman. Each member is an outside (or non-employee) Director and meets the independence requirements of the Securities and Exchange Commission ("SEC") and The NASDAQ Stock Market, Inc. ("NASDAQ"). Mr. Hall and Mr. Kim are "audit committee financial experts" within the meaning of the current rules of the SEC. The Audit Committee held fourteen (14) meetings during the fiscal year ended December 31, 2011. See "*Report of the Audit Committee of the Board of Directors.*"

### **REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

Our Board maintains an Audit Committee composed of a minimum of three (3) outside Directors. Our Board and the Audit Committee believe that the Audit Committee's current member composition satisfies Rule 5605(c)(2)(A) of NASDAQ, which governs audit committee composition, because all Audit Committee members are "independent directors."

The primary responsibility of the Audit Committee is to assist our Board in fulfilling its responsibility to oversee management's conduct of Hanmi Financial's financial reporting process, including: overseeing the integrity of the financial reports and other financial information provided to governmental or regulatory bodies (such as the SEC), the public, and other users thereof; Hanmi Financial's systems of internal accounting and financial controls; and the annual independent audit of Hanmi Financial's financial statements.



Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. The independent registered public accounting firm, or the independent auditor, appointed by the Audit Committee is responsible for auditing the financial statements and expressing an opinion on the conformity of those financial statements with U.S. generally accepted accounting principles.

In fulfilling its oversight responsibilities, the Audit Committee reviewed the 2011 audited financial statements with management and the independent auditor. The Audit Committee discussed with the independent auditor the matters required to be discussed in accordance with Statement of Auditing Standards No. 114 (as amended by AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board (“PCAOB”) in Rule 3200T regarding “Communication with Audit Committees.” This included a discussion of the independent auditor’s judgments as to the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, the disclosures in the financial statements, and any other matters that are required to be discussed with the Audit Committee under PCAOB standards. In addition, the Audit Committee received from the independent auditor written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independent auditor’s communication with the Audit Committee concerning independence, and the Audit Committee has discussed with the independent auditor the independent auditor’s independence.

In addition, in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations, management assessed the effectiveness of Hanmi Financial’s internal control over financial reporting as of December 31, 2011. Management based this assessment on criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management’s assessment included an evaluation of the design of Hanmi Financial’s internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. At the conclusion of management’s assessment, the Audit Committee reviewed a report submitted by management on the effectiveness of Hanmi Financial’s internal control over financial reporting.

The Audit Committee discussed with Hanmi Financial's independent auditor the overall scope and plans for its audits. The Audit Committee met with the independent auditor, with and without management present, to discuss the results of its audits and its evaluations of Hanmi Financial's internal controls and the overall quality of Hanmi Financial's financial reporting. The Audit Committee also discussed the independence of the independent auditor and concluded that its services provided to Hanmi Financial, including its tax and non-audit related work, were compatible with maintaining its independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to our Board, and our Board approved, that the audited financial statements be included in Hanmi Financial's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 for filing with the SEC.

#### THE AUDIT COMMITTEE

John A. Hall (Chairman)  
Paul Seon-Hong Kim  
Joon Hyung Lee  
Joseph K. Rho  
William J. Stolte

#### *Planning Committee*

The Planning Committee recommends planning policy, new lines of business, capital and financial plans, and dividend plans to our Board, and monitors Hanmi Financial's planning activities and Hanmi Financial's performance against its plans and budget. During 2011, the members of the Planning Committee were William J. Stolte, I Joon Ahn, Paul Seon-Hong Kim, Joseph K. Rho, and Jay S. Yoo, with Mr. Stolte serving as its Chairman. Except for Mr. Yoo, each member is an outside (or non-employee) Director and meets the independence requirements of the SEC and NASDAQ. The Planning Committee held twenty one (21) meetings during the fiscal year ended December 31, 2011.

#### *Nominating and Corporate Governance and Compensation Committee*

The Nominating and Corporate Governance and Compensation ("NCGC") Committee assists our Board by: identifying individuals qualified to become Directors; recommends to our Board the Director nominees for our Board and its committees for the next Annual Meeting of Stockholders; develops, recommends, and implements a set of corporate governance principles applicable to Hanmi Financial; and monitors the process to determine the effectiveness of our Board and its committees.

The members of the NCGC Committee are Joon Hyung Lee, I Joon Ahn, John Hall, Paul Seon-Hong Kim, and Joseph K. Rho, with Mr. Lee serving as its Chairman. Each member is an outside (or non-employee) Director and meets the independence requirements of the SEC and NASDAQ. The NCGC Committee held fifteen (15) meetings during 2011. See “*NCGC Committee Report.*”

The NCGC Committee believes that our Board as a whole should encompass a range of talent, skill, diversity, and expertise enabling it to provide sound guidance with respect to Hanmi Financial’s operations and interests. In addition to considering a candidate’s background and accomplishments, candidates are reviewed in the context of the current composition of our Board and the evolving needs of Hanmi Financial’s business.

The NCGC Committee seeks directors with strong reputations and experience in areas relevant to the strategy and operations of Hanmi Financial’s business, particularly industries and growth segments that Hanmi Financial serves, such as the banking and financial services industry, as well as key geographic markets where Hanmi Financial operates. Each of Hanmi Financial’s current Directors holds or has held senior executive positions in large, complex organizations and has operating experience that meets this objective. In those positions, they have also gained experience in core management skills, such as strategic and financial planning, public company financial reporting, corporate governance, risk management, and leadership development.

The NCGC Committee also believes that each of the current Directors has other key attributes that are important to an effective board: integrity and demonstrated high ethical standards; sound judgment; analytical skills; the ability to engage management and each other in a constructive and collaborative fashion; diversity of origin, background, experience, and thought; and the commitment to devote significant time and energy to service on our Board.

The NCGC Committee annually reviews the individual skills and characteristics of the Directors, as well as the composition of our Board as a whole. This assessment includes a consideration of independence, diversity, age, skills, expertise, time availability, and industry background in the context of the needs of our Board and Hanmi Financial. Although Hanmi Financial has no policy regarding diversity, the NCGC Committee seeks a broad range of perspectives and considers both the personal characteristics (gender, ethnicity, age) and experience (industry, professional, public service) of its Directors and prospective nominees to our Board.

Recommendations by any stockholder for Director nominees must be submitted in writing to the Chairman of the NCGC Committee at Hanmi Financial's principal executive offices, no later than the last business day of January of the year that Hanmi Financial's next Annual Meeting of Stockholders will be held, to be considered at such Annual Meeting of Stockholders. Stockholders shall include in such recommendation:

- The name, age, and address of each proposed nominee;
- The principal occupation of each proposed nominee;
- The number of shares of voting stock of Hanmi Financial owned by each proposed nominee;
- The name and address of the nominating stockholder;
- The number of shares of voting stock of Hanmi Financial owned by the nominating stockholder; and

A letter from the proposed nominee indicating that such proposed nominee wishes to be considered as a nominee for our Board and will serve as a Director if elected.

In addition, each recommendation must set forth, in detail, the reasons why the nominating stockholder believes the proposed nominee meets the following general qualifications, which are the same qualifications used by the NCGC Committee in evaluating nominees:

Nominees must possess high personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of Hanmi Financial's stockholders;

- Nominees must have an inquisitive and objective perspective, practical wisdom, and mature judgment;

Nominees must possess a broad range of skills, expertise, industry knowledge, and contacts useful to Hanmi Financial's business;

Nominees must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on our Board for an extended period of time;

Pursuant to the Corporate Governance Guidelines, nominees, once elected, should not serve on the boards of directors of more than two other public companies and, unless granted an exception by our Board, nominees cannot serve simultaneously as a Director of Hanmi Financial and as a director or officer of any other depository organization other than a subsidiary bank of Hanmi Financial; and

Pursuant to the Corporate Governance Guidelines, nominees are encouraged to own shares of common stock of Hanmi Financial at a level that demonstrates a meaningful commitment to Hanmi Financial and Hanmi Bank, and to better align the nominee's interests with the stockholders of Hanmi Financial.

In identifying and evaluating Director candidates, the NCGC Committee will solicit and receive recommendations, and review qualifications of potential Director candidates. The NCGC Committee also may use search firms to identify Director candidates. To enable the NCGC Committee to effectively evaluate Director candidates, the NCGC Committee also may conduct appropriate inquiries into the backgrounds and qualifications of Director candidates, including reference checks. As stated above, the NCGC Committee will consider Director candidates recommended by stockholders utilizing the same criteria as candidates identified by the NCGC Committee.

Additionally, the NCGC Committee is responsible for determining the compensation of all of Hanmi Financial's executive officers, including Hanmi Financial's Chief Executive Officer, as well as administering Hanmi Financial's compensation plans. The NCGC Committee has the authority to delegate such decisions to subcommittees of the NCGC Committee. The NCGC Committee also is authorized to retain outside consultants to assist it in determining executive officer compensation.

### ***Leadership Structure***

Our Board does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board, as the Board believes it is in the best interests of the Company to make that determination based on the position and direction of the Company and the membership of our Board at any given time. Our Board has determined that having an independent director serve as Chairman of the Board is in the best interest of the Company's stockholders at this time. This structure ensures a greater role for the independent Directors in the oversight of the Company and active participation of the independent Directors in setting agendas and establishing Board priorities and procedures. Further, this structure permits the Chief Executive Officer to focus on the management of the Company's day-to-day operations.

### ***Risk Oversight***

The Company has a risk management program overseen by Jean Lim, the Chief Risk Officer of Hanmi Bank, who reports directly to Hanmi Bank's Chief Executive Officer. Material risks are identified and prioritized by management, and each prioritized task is referred to a Board committee or to our full Board for oversight. For example, strategic risks are referred to our full Board while financial risks are referred to the Audit Committee. Our Board regularly reviews information regarding the Company's credit, liquidity, and operations, as well as the risks associated with each, and annually reviews the Company's risk management program as a whole. Also, the NCGC Committee periodically reviews the most important risks to the Company to ensure that compensation programs do not encourage excessive risk-taking.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Under Section 16(a) of the Exchange Act, Hanmi Financial's Directors, executive officers, and any persons holding ten percent (10%) or more of Hanmi Financial's common stock are required to report their ownership of common stock and any changes in that ownership to the SEC and to furnish Hanmi Financial with copies of such reports. Specific due dates for these reports have been established, and Hanmi Financial is required to report in this Annual Report of Form 10-K/A any failure to file on a timely basis by such persons. Based solely upon a review of copies of reports filed with the SEC during the fiscal year ended December 31, 2011, Hanmi Financial believes that all persons, subject

to the reporting requirements of Section 16(a) of the Exchange Act, have filed all required reports on a timely basis.

## **EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

#### **Overview**

This Compensation Discussion and Analysis (“CD&A”) describes our compensation philosophy, methodologies and our current practices with respect to the remuneration programs for the individuals listed in the Summary Compensation Table on page 14 (the “Named Executive Officers”). The compensation programs of the Named Executive Officers are established, evaluated and maintained by the NCGC Committee of our Board. The NCGC Committee is comprised entirely of outside Directors that satisfy the NASDAQ listing requirements and relevant Internal Revenue Code and SEC regulations on independence.

## Compensation Philosophy and Objectives

The compensation programs provided to the Named Executive Officers are designed to attract and retain high caliber banking executives, and to appropriately reward them for their achievement of business objectives that further the success of Hanmi Financial. Another objective is to encourage continued performance by offering long-term incentives, such as stock options, that align executive and stockholders' interest. In the end, the overriding goal is to maximize stockholder value.

## Methodology for Establishing Compensation

To assist the NCGC Committee in its administration of the compensation programs for the Named Executive Officers, the Human Resources Department of Hanmi Financial gathers data from competing financial institutions. The compensation data is obtained from both proxy statements of publicly traded banks and from salary survey data provided by the California Department of Financial Institutions. In addition to the market data, the NCGC Committee also reviews and considers the recommendations of the Chief Executive Officer (the "CEO").

In establishing the target compensation levels and pay mix for the Named Executive Officers, the NCGC Committee periodically reviews publicly disclosed compensation data of California banks with total assets ranging between \$1.0 and \$6.5 billion (the "Peer Group"), including:

	Total Assets (billions)
CVB Financial Corporation	\$ 6.5
BBCN Bancorp Inc. (Formerly Nara Bancorp Inc. and Center Financial Corp).	\$ 5.2
Westamerica Bancorporation	\$ 5.0
Wilshire Bancorp Inc.	\$ 2.7
First California Bancorp	\$ 1.8
Pacific Mercantile Bancorp	\$ 1.0

The Peer Group was selected to include banks comparable in size and those that the Hanmi Financial competes with in the market for executive talent, including two banks that are direct competitors in the Los Angeles Korean-American community. The survey data was used by the NCGC Committee as a second point of reference in determining the appropriate levels of compensation and pay mix for the Named Executive Officers.

Although the decisions regarding the compensation levels are guided by the information provided from the Peer Group and survey data, the NCGC Committee also takes into account the prevailing economic environment and the



current financial condition of Hanmi Financial. The objective of the NCGC Committee is to establish compensation programs that are motivating but affordable, with the purpose of aligning the interests of the Named Executive Officers with those of our stockholders.

### **Elements of the Compensation Program**

The following describes the various components of the compensation mix that Hanmi Financial provides to the Named Executive Officers, the objectives of each pay component, and how each component is used to create a total competitive compensation package.

The NCGC Committee provides the Named Executive Officers with a compensation package that includes annual base salary, short-term cash incentive compensation, long-term incentive awards, executive perquisites, and a broad-based benefits program.

#### Annual Base Salary

Annual base salaries are the fixed portion of the Named Executive Officers' cash compensation and are intended to reward the day-to-day aspects of their roles and responsibilities. The Named Executive Officers' annual salaries were set at the time they first joined the bank. The initial salaries were established by taking into account several factors including, but not limited to, the executive's experience, responsibilities, management abilities, and job performance. Hanmi Financial targets base salaries for its Named Executive Officers at market median. The NCGC Committee believes that the fiscal year 2011 base salaries of Hanmi Financial's Named Executive Officers are competitive with companies of similar size. Pay adjustments are generally made annually, after reviewing overall company performance, individual performance and the affordability of the increase. For fiscal year 2011, there were minimal salary adjustments. The CEO's annual adjustment to base salary is incorporated in his Employment Agreement, as described in "*Named Executive Officers' Compensation—Employment Agreement with Chief Executive Officer, Jay S. Yoo.*" For fiscal year 2011, the CEO is the only Named Executive Officer who has an Employment Agreement with Hanmi Financial. All other Named Executive Officers are employed at-will.

### Short-Term Cash Incentive Compensation

In accordance with Hanmi Financial's compensation philosophy, a significant portion of the compensation of the Named Executive Officers is performance-based. For each Named Executive Officer, target bonuses are stated as a percentage of base salary. The annual bonus payable to the CEO is capped at 75% of his base salary. The annual bonuses payable to the other Named Executive Officers' are capped at 50% of base salary.

The NCGC Committee reviews performance against pre-established financial and non-financial goals on an annual basis to determine the short-term cash incentive compensation of the Named Executive Officers. For fiscal year 2011, financial performance was measured by Asset Quality, Liquidity, Capital Adequacy and Earnings. These metrics were weighted differently among the various Named Executive Officers. The non-financial goal for fiscal year 2011 was measured based on the Regulatory Rating of Hanmi Bank. No other performance goals were established by the NCGC Committee for determining the short-term cash incentive compensation for the Named Executive Officers. The individual performance of each Named Executive Officer is discussed below.

### Long-Term Incentive Awards

Long-term incentive awards, such as stock options and restricted stock, are the third key component of the Named Executive Officers' total compensation. The members of the NCGC Committee believe that employee stock ownership is a significant incentive for the Named Executive Officers to build stockholder wealth, and thereby aligning the interests of employees and stockholders. The members of the NCGC Committee also believe that equity-based compensation complements the short-term cash incentive compensation by forcing executives to recognize the impact their short-term decisions might have on long-term outcomes. This compensation approach limits an executive's ability to reap short-term gains at the expense of Hanmi Financial's long-term success. This is also an important tool in retaining Named Executive Officers, particularly through less rewarding years.

Long-term incentive awards are granted to the Named Executive Officers pursuant to the Hanmi Financial Corporation 2007 Equity Compensation Plan, as may be amended from time to time (the "2007 Plan"). The NCGC Committee has not established grant guidelines; rather, the size, timing, and other material terms of the long-term incentive awards for the Named Executive Officers are made at the discretion of our Board and the NCGC Committee. Factors considered by the NCGC Committee and our Board include awards to industry peers and each executive's previous grant history. Stock options and restricted stock grants awarded are included in the Summary Compensation Table.

The NCGC Committee approves all awards under the 2007 Plan and acts as the administrator of the 2007 Plan. Stock options granted under the 2007 Plan generally vest over a five-year period, with 20 percent becoming exercisable

(vesting) on each anniversary of the grant date. All stock options are granted with a ten-year exercise term and have an exercise price equal to the fair market value of Hanmi Financial's common stock on the grant date. Restricted stock granted under the 2007 Plan generally vests over a five-year period, with 20 percent becoming unrestricted on each anniversary of the grant date.

### **Executive Perquisites**

The Named Executive Officers and other senior management employees receive the following benefits in addition to their other compensation: gasoline card; cellular phone allowance; and automobile allowance. Chief Executive Officer, Jay S. Yoo, also received a membership in a golf country club. These additional benefits of the Named Executive Officers are detailed in the Summary Compensation Table.

### **Broad-Based Benefits Programs**

The Named Executive Officers participate in the benefit programs that are available to all full-time employees. These benefits include health, dental, vision, and life insurance, short-term and long-term disability insurance, healthcare reimbursement accounts, paid vacation, and contributions to a 401(k) profit sharing retirement plan.

### **Severance Arrangements**

The CEO's Employment Agreement contains a provision for severance pay of a period of six (6) months in case of the involuntary termination of his employment by Hanmi Financial without cause. This provision is subject to regulatory approval per the Written Agreement with the Federal Reserve Bank. The other Named Executive Officers do not have any such severance arrangements.

### **Compensation Policy Risk Assessment**

The NCGC Committee reviews the compensation of the Named Executive Officers, as well as the overall compensation practices for the organization. Any performance incentive programs, awarding of bonus payments, and the budgeting for annual salary adjustments are reviewed and approved by the NCGC Committee before being presented to our full Board for ratification. An important aspect of the review is an assessment of whether the programs in any way encourage the Named Executive Officers or any other employee of Hanmi Financial to take unacceptable risk, in the short or long term.

### **Named Executive Officers' Compensation**

The CEO meets with the NCGC Committee to review the CEO's compensation recommendation for the other Named Executive Officers. For fiscal year 2011, the CEO's base salary was adjusted in accordance with his Employment Agreement, and the Chief Credit Officer, Jung Hak Son, also received an increase of \$12,000/year. Brian Cho, the Chief Financial Officer until October 14, 2011, did not receive any increase.

### ***Employment Agreement with Chief Executive Officer, Jay S. Yoo***

Jay S. Yoo joined Hanmi Financial and Hanmi Bank as President and Chief Executive Officer as of June 23, 2008. His Employment Agreement, as amended by an Amendment to Employment Agreement, dated as of February 23, 2011, has a three-year term from the expiration date of June 22, 2010, which expires on June 23, 2013, and provides for a base salary of \$350,000, which increases by \$10,000 on each of June 23, 2011 and June 23, 2012, and provides for a target bonus of up to seventy-five percent (75%) of his annual base salary. The increase in Mr. Yoo's base salary to \$350,000 was made retroactive to June 2010.

Mr. Yoo's bonus, which is to be paid in cash, is dependent on the attainment of certain financial goals set by our Board. The financial goals were set in mid-2011. Performance evaluation will be assessed and bonuses, if any, will be paid in 2012.

In addition, under Mr. Yoo's Employment Agreement, as amended, he is entitled to the use of a company car, a bank issued cellular telephone, membership in a golf country club, and payment of reasonable business related expenses. The Amendment to his Employment Agreement also provided for the granting of an option to purchase 18,750 shares of Hanmi Financial stock. The terms of the stock options are subject to the terms and conditions set forth in the 2007 Plan. The options vest in equal installments over three years starting one year after the date of the grant. The Amendment to Mr. Yoo's Employment Agreement also provides for the issuance of 7,500 shares of restricted stock. The terms of the restricted stock are subject to the terms and conditions set forth in the 2007 Plan. This restricted stock vests in equal installments over three years starting one year after the issuance date. The first vesting occurred in June 2011 and is detailed in the compensation table included in this report.

***Compensation for Former Chief Financial Officer, Brian Cho***

Brian E. Cho, former Executive Vice President & former Chief Financial Officer joined the organization in December 2007 and retired in October 2011. He did not have an employment agreement and his employment was at-will. Per his employment letter executed November 1, 2007, his annual base salary was \$270,000 and he was eligible to receive incentive cash compensation of up to fifty percent (50%) of his annual base salary. The bonus payable to Mr. Cho, at the discretion of the NCGC Committee, was based on the bank's performance and his individual performance.

In 2011, he received an annual base salary of \$249,231, as well as an auto allowance of \$700 per month, a cell phone allowance of \$100 per month, a gas card, and other general benefits afforded to all employees.

Mr. Cho retired from banking in October 2011, and he was paid a severance payment of \$135,000 in cash as well as continued insurance coverage for 6 months valued at \$13,152. The outstanding stock options and restricted stock grants held by Mr. Cho were accelerated, in full, at the time of his departure. The combined value of the severance package was \$149,852.

***Compensation for Chief Financial Officer, Lonny D. Robinson***

Lonny D. Robinson, Executive Vice President & Chief Financial Officer joined the organization in October 11, 2011. He does not have an employment agreement and his employment is at-will. Per his employment letter executed on September 13, 2011, his annual base salary is \$230,000 and he is eligible to receive incentive cash compensation of up to fifty percent (50%) of his annual base salary. The bonus payable to Mr. Robinson at the discretion of the NCGC Committee, is dependent on the bank's performance and his individual performance.

In 2011, Mr. Robinson received base salary of \$47,769, as well as an auto allowance of \$700 per month, a cell phone allowance of \$100 per month, a gas card, and other general benefits afforded to all employees. His employment letter also provided for the granting of an option to purchase 6,250 shares of Hanmi Financial stock. The terms of the stock options are subject to the terms and conditions set forth in the 2007 Plan. The options vest in equal installments over five years starting one year after the date of the grant. In addition to the stock option, the letter also provided for the granting 2,500 shares of restricted stock. The restricted stock shall become vested in equal installments over five years starting one year after the date of grant.

***Compensation for Chief Credit Officer, Jung Hak Son***

Mr. Jung Hak Son, Executive Vice President and Chief Credit Officer since December 2009, also does not have an employment agreement and his employment is at-will. His annual compensation is \$222,000, and he is eligible to receive incentive cash compensation of up to fifty percent (50%) of his base salary. The bonus payable to Mr. Son, at the discretion of the NCGC Committee, is dependent on the bank's performance and his individual performance. The goals for his individual performance were set in mid-2011.

In 2011, he received an annual base salary of \$218,815, as well as an auto allowance of \$700 per month, a cell phone allowance of \$100 per month, a gas card, and other general benefits afforded to all employees.

**Administrative Policies and Practices**

To evaluate and administer the compensation programs of the Named Executive Officers, the NCGC Committee meets at least four times a year. In addition, the NCGC Committee also holds special meetings to discuss extraordinary items. At the end of a meeting, the NCGC Committee may choose to meet in executive session, when necessary. During the fiscal year 2011, the NCGC Committee met fifteen (15) times.

### **Stock Ownership Guidelines**

The NCGC Committee has not implemented stock ownership guidelines for the Named Executive Officers; however, the NCGC Committee continues to periodically review best practices and re-evaluate whether stock ownership guidelines are consistent with our compensation philosophy and stockholders' interests.

### **Tax Deductibility of Executive Officer Compensation**

Internal Revenue Code Section 162(m) precludes a public corporation from taking a deduction for compensation in excess of \$1 million for its chief executive officer or any of its three other highest paid executive officers (excluding the chief financial officer), unless certain specific and detailed criteria are satisfied. However, performance-based compensation that has been approved by stockholders is excluded from the \$1 million limit. Hanmi Financial complies with the requirements of Section 162(m). Accordingly, the deduction taken for the compensation paid to the Named Executive Officers 2011 was not limited by Section 162(m). The NCGC Committee will continue to carefully consider the impact of Section 162(m) in determining the appropriate pay mix and compensation levels for the Named Executive Officers.

### **NCGC Committee Report**

*The following NCGC Committee Report should not be deemed filed or incorporated by reference into any other document, including Hanmi Financial's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report into any such filing by reference.*

The NCGC Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 401(b) of Regulation S-K with management and, based on such review and discussions, the NCGC Committee recommended to the Board of Directors of Hanmi Financial that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted by the NCGC Committee of the Board of Directors,  
 Joon Hyung Lee (Chairman)  
 I Joon Ahn  
 John A. Hall  
 Paul Seon-Hong Kim  
 Joseph K. Rho

### Summary Compensation Table

The following table summarizes the total compensation paid or earned by the Named Executive Officers for the fiscal years ended December 31, 2011, 2010 and 2009.

#### SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (1)	Stock Awards (1) (2) (3)		Option Awards (2) (4)		Change in Pension and Non-Equity Incentive Plan Compensation (1)		All Other Compensation (1)	Total
			(d)	(e)	(f)	(g)	(h)	(i)		
(a) Jay S. Yoo, President, Chief Executive Officer and Director	(b) 2011	(c) \$ 364,538	(d) \$ —	(e) \$ 78,000	(f) \$ 114,795	(g) \$ —	(h) \$ —	(i) \$ 139,579	(j) (6)	\$ 696,902
	2010	\$ 350,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 66,456	(6)	\$ 416,456
	2009	\$ 326,192	\$ —	\$ 27,000	\$ 30,765	\$ —	\$ —	\$ 63,668	(6)	\$ 447,625
Lonny D. Robinson, Executive Vice President and Chief Financial Officer	2011	\$ 47,769	\$ —	\$ 20,800	\$ 41,030	\$ —	\$ —	\$ 6,436	(7)	\$ 116,035
Jung Hak Son, Executive Vice President and Chief Credit Officer	2011	\$ 218,815	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 43,708	(8)	\$ 262,523
	2010	\$ 210,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 91,960	(8)	\$ 301,960
	2009	\$ 173,385	\$ —	\$ 13,500	\$ 6,153	\$ —	\$ —	\$ 36,169	(8)	\$ 229,207



Brian E. Cho,	2011	\$249,231	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 168,812 (9)	\$418,043
Former Executive Vice President	2010	\$270,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 109,073 (9)	\$379,073
and Chief Financial Officer	2009	\$266,885	\$ —	\$ 20,250	\$ 9,230	\$ —	\$ —	\$ 36,522 (9)	\$332,887

(1) *All cash compensation and perquisites paid to the Named Executive Officers are paid by, and are the responsibility of, Hanmi Financial's subsidiary, Hanmi Bank.*

(2) *All equity awards are made by Hanmi Financial, are for shares of Hanmi Financial's common stock, and are made pursuant to the 2007 Equity Compensation Plan (the "2007 Plan").*

(3) *Pursuant to SEC regulations regarding the valuation of equity awards, amounts in columns (e) represent the applicable full grant date fair values of stock awards in accordance with FASB ASC Topic 718, excluding the effect for forfeitures. To facilitate year-to-year comparisons, the SEC regulations require companies to present recalculated disclosures for each preceding year required under the rules so that equity awards and stock options reflect the applicable full grant date fair values, excluding the effect of forfeitures. The total compensation column is recalculated accordingly. For further information, see Note 12 to Hanmi Financial's audited financial statements for the year ended December 31, 2011 included in Hanmi Financial's Annual Report on Form 10-K filed with the SEC on March 14, 2012.*

(4) Pursuant to SEC regulations regarding the valuation of equity awards, amounts in columns (f) represent the applicable full grant date fair values of option awards in accordance with FASB ASC Topic 718, excluding the effect for forfeitures. To facilitate year-to-year comparisons, the SEC regulations require companies to present recalculated disclosures for each preceding year required under the rules so that equity awards and stock options reflect the applicable full grant date fair values, excluding the effect of forfeitures. The total compensation column is recalculated accordingly. For further information, see Note 12 to Hanmi Financial's audited financial statements for the year ended December 31, 2011 included in Hanmi Financial's Annual Report on Form 10-K filed with the SEC on March 14, 2012.

(5) The amounts in column (d) reflect the discretionary bonuses paid to the Named Executive Officers for services performed in the prior year.

(6) Amounts consist of: (a) life insurance premiums (\$390 for 2011; \$392 for 2010; \$392 for 2009); (b) company automobile (\$10,618 for 2011; \$26,711 for 2010; \$26,936 for 2009); (c) health insurance premiums (\$15,590 for 2011; \$15,315 for 2010; \$11,178 for 2009); (d) employer contributions under the 401(k) plan (\$12,375 for 2011; \$12,375 for 2010; \$12,375 for 2009); (e) club memberships (\$7,315 for 2011; \$6,971 for 2010; \$8,110 for 2009; ); (f) retention pay (\$87,500 for 2011) and (g) other perquisites (\$5,790 for 2011; \$4,691 for 2010; \$4,677 for 2009) such as cellular phone allowance, gasoline card, meal allowance and Holiday gift cards.

(7) Amounts consist of: (a) life insurance premiums (\$98 for 2011); (b) automobile allowance (\$1,745 for 2011); (c) health insurance premiums (\$1,327 for 2011); (d) employer contributions under the 401(k) plan (\$2,123 for 2011); and (e) other perquisites (\$1,144 for 2011) such as cellular phone allowance, gasoline card, meal allowance and Holiday gift cards.

(8) Amounts consist of: (a) life insurance premiums (\$392 for 2011; \$375 for 2010; \$370 for 2009); (b) automobile allowance (\$8,400 for 2011; \$8,400 for 2010; \$8,303 for 2009); (c) health insurance premiums (\$12,042 for 2011; \$9,843 for 2010; \$10,157 for 2009); (d) employer contributions under the 401(k) plan (\$12,375 for 2011; \$12,375 for 2010; \$10,403 for 2009); (e) retention payment (\$52,500 for 2010); and (f) other perquisites (\$1,498 for 2011; \$8,467 for 2010; \$6,936 for 2009) such as cellular phone allowance, gasoline card, meal allowance and Holiday gift cards.

(9) Amounts consist of: (a) life insurance premiums (\$294 for 2011; \$392 for 2010; \$392 for 2009); (b) automobile allowance (\$6,785 for 2011; \$8,400 for 2010; \$8,303 for 2009); (c) health insurance premiums (\$10,033 for 2011; \$11,860 for 2010; \$10,157 for 2009); (d) employer contributions under the 401(k) plan (\$9,969 for 2011; \$12,375 for 2010; \$12,375 for 2009); (e) club memberships (\$2,400 for 2010); (f) retention payment (\$67,500 for 2010); (g) severance payment (\$135,000 for 2011) and (h) other perquisites (\$6,731 for 2011; \$6,147 for 2010; \$5,295 for 2009) such as cellular phone allowance, gasoline card, meal allowance and Holiday gift cards.

(10) This amount includes the retroactive increase in Mr. Yoo's base salary from \$330,000 to \$350,000 pursuant to the terms of the Amendment to Mr. Yoo's Employment Agreement entered into on February 23, 2011.

### **Grants of Plan-Based Awards**

There were no equity awards granted to Hanmi Financial's Named Executive Officers during the fiscal year ended December 31, 2011, other than the stock options and restricted stock grants awarded to CEO Jay S. Yoo pursuant to an amendment to his employment agreement, as described in "*Named Executive Officers' Compensation—Employment Agreement with Chief Executive Officer, Jay S. Yoo*" above and to CFO Lonny D. Robinson pursuant to the employment letter, as described in "*Named Executive Officers' Compensation-Compensation for Chief Financial Officer, Lonny D. Robinson*" above.

### **Outstanding Equity Awards at Fiscal Year-End**

The Company previously had the Year 2000 Stock Option Plan (the "2000 Plan"). The Company currently has the 2007 Equity Compensation Plan (the "2007 Plan"), which replaced the 2000 Plan. The 2007 Plan provides for grants of non-qualified and incentive stock options, restricted stock, stock appreciation rights and performance shares to non-employee directors, officers, employees and consultants of Hanmi Financial and its subsidiaries. The 2000 Plan provided for the grant of non-qualified and incentive stock options. Although no future stock options may be granted under the 2000 Plan, certain employees, directors and officers of Hanmi Financial and its subsidiaries still hold options to purchase Hanmi Financial common stock under the 2000 Plan.

A key objective of the 2007 Plan is to provide more flexibility in the types of equity incentives that may be offered to employees, consultants and non-employee directors. The 2007 Plan provides for several different types of equity awards in addition to stock options and restricted stock awards. Stock options granted under the 2007 Plan generally vest over a five-year period, with 20 percent becoming exercisable 12 months following the grant date, and 20 percent thereafter on each anniversary of the grant date. All stock options are granted with a ten-year exercise term and have an exercise price equal to the fair market value of Hanmi Financial's common stock on the date of grant. Restricted stock granted under the 2007 Plan also generally vest over a five-year period, with 20 percent becoming unrestricted 12 months following the grant date, and 20 percent thereafter on each anniversary of the grant date.

The 2007 Plan provides Hanmi Financial flexibility to (i) attract and retain qualified non-employee directors, executives and other key employees and consultants with appropriate equity-based awards, (ii) motivate high levels of performance, (iii) recognize employee contributions to Hanmi Financial's success, and (iv) align the interests of plan participants with those of Hanmi Financial's stockholders. In addition, the Board believes a robust equity compensation program is necessary to provide Hanmi Financial with flexibility in negotiating strategic acquisitions and other business relationships to further expand and grow our business. The maximum number of shares of the Company's common stock that may be issued pursuant to options granted under the 2007 Plan is 375,000. Options for 191,080 shares were previously issued under the 2007 Plan and there are 143,325 outstanding options under the 2007 Plan as of December 31, 2011.

The following table shows information as of December 31, 2011, for Hanmi Financial's Named Executive Officers concerning unexercised options, stock that has not vested, and Equity Incentive Plan Awards.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Option Awards					Stock Awards		Equity Incentive Plan Awards:	Equity Incentive Plan Awards:
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested (\$)	Number of Shares, Units or Rights That Have Not Vested (#)	Number of Shares, Units or Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Jay S. Yoo	8,750 (1)	—	—	\$ 45.28	06/23/2018	—	\$—	—	\$ —
	1,250 (2)	3,750 (2)	—	\$ 10.80	04/08/2019	1,500(8)	\$ 11,100 (13)	—	\$ —
	12,500(3)	6,250 (3)	—	\$ 10.40	02/23/2021	5,000(9)	\$ 37,000 (14)		
Lonny D. Robinson,	—	6,250 (4)	—	\$ 8.32	10/19/2021	2,500(10)	\$ 18,500 (15)	—	\$ —
Jung Hak Son	1,250 (5)	—	—	\$ 144.00	04/19/2016	—	\$—	—	\$ —
	1,250 (6)	—	—	\$ 155.52	06/30/2016	—	\$—	—	\$ —
	—	—	—	\$ —		75 (11)	\$ 555 (16)	—	\$ —
	750 (7)	500 (7)	—	\$ 10.80	04/08/2019	500 (12)	\$ 3,700 (17)	—	\$ —

(1)

*On June 23, 2008, pursuant to the 2007 Plan, 8,750 stock options were granted to Jay S. Yoo with vesting as follows: 50 percent (50%) to vest on June 23, 2009 and 50 percent (50%) to vest on June 23, 2010.*

*On April 8, 2009, pursuant to the 2007 Plan, 5,000 stock options were granted to Jay S. Yoo with vesting as follows: 20 percent (20%) to vest on April 8, 2010 and 20 percent (20%) to vest on each of the next four anniversary dates.*

*On February 23, 2011, pursuant to the 2007 Plan, 18,750 stock options were granted to Jay S. Yoo with vesting as follows: 33.4 percent (33.4%) to vest immediately on grant date and 33.3 percent (33.3%) to vest on each of the next two anniversary dates.*

*On October 19, 2011, pursuant to the 2007 Plan, 6,250 stock options were granted to Lonny D. Robinson with vesting as follows: 20 percent (20%) to vest on October 19, 2012 and 20 percent (20%) to vest on each of the next four anniversary dates.*

*On April 19, 2006, pursuant to the 2000 Plan, 1,250 stock options were granted to Jung Hak Son with vesting as (5) follows: 20 percent (20%) to vest on April 19, 2007 and 20 percent (20%) to vest on each of the next four anniversary dates.*

*On June 30, 2006, pursuant to the Year 2000 Stock Option Plan ("2000 Plan"), 1,250 stock options were granted (6) to Jung Hak Son with vesting as follows: 20 percent (20%) to vest on June 30, 2007 and 20 percent (20%) to vest on each of the next four anniversary dates.*

*On April 8, 2009, pursuant to the 2007 Plan, 1,250 stock options were granted to Jung Hak Son with vesting as (7) follows: 20 percent (20%) to vest on April 8, 2010 and 20 percent (20%) to vest on each of the next four anniversary dates.*

*On April 8, 2009, pursuant to the 2007 Plan, 2,500 shares of restricted stock were awarded to Jay S. Yoo with (8) vesting as follows: 20 percent (20%) to vest on April 8, 2010 and 20 percent (20%) to vest on each of the next four anniversary dates.*

*On February 23, 2011, pursuant to the 2007 Plan, 7,500 shares of restricted stock were awarded to Jay S. Yoo (9) with vesting as follows: 33.4 percent (33.4%) to vest immediately on grant date and 33.3 percent (33.3%) to vest on each of the next two anniversary dates.*

*On October 19, 2011 pursuant to the 2007 Plan, 2,500 shares of restricted stock were awarded to Lonny D. (10) Robinson with vesting as follows: 20 percent (20%) to vest on October 19, 2012 and 20 percent (20%) to vest on each of the next four anniversary date.*

*On November 1, 2007, pursuant to the 2007 Plan, 375 shares of restricted stock were awarded to Jung Hak son (11) with vesting as follows: 20 percent (20%) to vest on November 1, 2008 and 20 percent (20%) to vest on each of the next four anniversary date.*

*On April 8, 2009, pursuant to the 2007 Plan, 1,250 shares of restricted stock were awarded to Jung Hak son with (12) vesting as follows: 20 percent (20%) to vest on April 8, 2010 and 20 percent (20%) to vest on each of the next four anniversary date.*

*(13) Amount calculated as follows: Closing Stock Price as of December 31, 2011 (\$7.40) x Unvested Shares of Restricted Stock (1,500).*

*(14) Amount calculated as follows: Closing Stock Price as of December 31, 2011 (\$7.40) x Unvested Shares of Restricted Stock (5,000).*

(15) *Amount calculated as follows: Closing Stock Price as of December 31, 2011 (\$7.40) x Unvested Shares of Restricted Stock (2,500).*

(16) *Amount calculated as follows: Closing Stock Price as of December 31, 2011 (\$7.40) x Unvested Shares of Restricted Stock (75).*

(17) *Amount calculated as follows: Closing Stock Price as of December 31, 2011 (\$7.40) x Unvested Shares of Restricted Stock (500).*

### **Option Exercises and Stock Vested**

The following table shows information for amounts received upon exercise of stock options or vesting of stock by Hanmi Financial's Named Executive Officers during the fiscal year ended December 31, 2011.

## OPTION EXERCISES AND STOCK VESTED

Name (a)	Option Awards		Stock Awards		on Exercising (\$)	on Vesting (\$)
	Number of Shares Acquired on Exercising (b)	Value Realized on Exercising (c)	Number of Shares Acquired on Vesting (d)	Value Realized on Vesting (e)		
Jay S. Yoo	—	\$	—	3,000 <sup>(1)</sup>	\$ 31,320	(3)
Lonny D. Robinson,	—	\$	—	—	\$ —	
Jung Hak Son	—	\$	—	325 <sup>(2)</sup>	\$ 3,260	(4)

*On April 8, 2009, pursuant to the 2007 Plan, 2,500 shares of restricted stock were awarded to Jay S. Yoo with vesting as follows: 20 percent (20%) to vest on April 8, 2010 and 20 percent (20%) to vest on each of the next four (1) anniversary dates. On February 23, 2011, pursuant to the 2007 Plan, 7,500 restricted shares were awarded to Jay S. Yoo with vesting as follows: 33.4 percent (33.4%) to vest on February 23, 2011 and 33.3 percent (33.3%) to vest on each of the next two anniversary dates.*

*On April 8, 2009, pursuant to the 2007 Plan, 1,250 shares of restricted stock were awarded to Jung Hak Son with vesting as follows: 20 percent (20%) to vest on April 8, 2010 and 20 percent (20%) to vest on each of the next four (2) anniversary dates. On November 1, 2007, pursuant to the 2007 Plan, 375 shares of restricted stock were awarded to Jung Hak Son with vesting as follows: 20 percent (20%) to vest on November 1, 2007 and 20 percent (20%) to vest on each of the next four anniversary dates.*

*Amount calculated as follows: Closing Stock Price as of April 8, 2011 (\$10.64) x Shares of Restricted Stock that (3) Vested (500); Closing Stock Price as of February 23, 2011 (\$10.40) x Shares of Restricted Stock That Vested (2,500).*

*Amount calculated as follows: Closing Stock Price as of April 8, 2011 (\$10.64) x Shares of Restricted Stock That (4) Vested (250). Closing Stock Price as of November 1, 2011 (\$8.00) x Shares of Restricted Stock That Vested (75).*

**Potential Payments Upon Termination**

Hanmi Financial has entered into an employment agreement (subject to regulatory approval per the Written Agreement with the Federal Reserve Bank) with its Chief Executive Officer that will require Hanmi Financial to provide compensation to the Chief Executive Officer in the event of a termination of employment without cause. The



amount of compensation payable to the Chief Executive Officer in each situation is listed in the tables below.

The following table describes the potential payments upon termination for Mr. Jay S. Yoo:

<b>Executive Benefits and Payments Upon Termination<sup>(1)</sup></b>	<b>Voluntary Termination</b>	<b>Without Good Cause Termination</b>	<b>Good Cause Termination</b>	<b>Death</b>	<b>Disability</b>
Compensation:					
Base Salary	\$ —	\$ 180,000 (2)	\$ —	\$ —	\$ —
Benefits and Perquisites:					
Life Insurance Benefits	\$ —	\$ —	\$ —	\$ 50,000(3)	\$ —
Disability Income	\$ —	\$ —	\$ —	\$ —	\$ 97,500 (4)
Accrued Vacation Pay	\$ 37,692 (5)	\$ 37,692 (5)	\$ 37,692 (5)	\$ 37,692(5)	\$ 37,692 (5)
<b>Total</b>	<b>\$ 37,692</b>	<b>\$ 217,692</b>	<b>\$ 37,692</b>	<b>\$ 87,692</b>	<b>\$ 135,192</b>

(1) *Assumes the Chief Executive Officer's date of termination is December 31, 2011.*

(2) *Amount represents total base salary to be paid to the Chief Executive Officer, which is base pay equal to six months amount is calculated as follows: \$360,000 (Annual Base Salary) x 0.5 year.*

(3) *Amount represents proceeds from life insurance policies.*

(4) *Amount represents disability income to be paid to the Chief Executive Officer until he reaches age 65.*

(5) *Amount represents cash lump-sum payment for unused vacation days as of termination date.*

Below is a description of the assumptions that were used in creating the table above. The descriptions of the payments below are applicable only to the Chief Executive Officer's potential payments upon termination.

### ***Voluntary Termination***

At any time after the commencement of employment, Mr. Yoo, our Chief Executive Officer, may terminate his employment agreement. If he voluntarily resigns, including in connection with death or a disability, then he is entitled to receive no additional salary. The unvested portion of any outstanding stock option shall terminate immediately.

### ***Without Cause Termination***

Hanmi Financial may terminate Mr. Yoo's employment agreement without a showing of "cause." If Hanmi Financial terminates Mr. Yoo's employment agreement without "cause," subject to regulatory approval and Mr. Yoo's execution of an effective general release of claims and his continuing compliance with the covenants set forth in his employment agreement, Mr. Yoo shall receive an amount equal to his base salary for six months. The unvested portion of any stock options and restrictive stock shall terminate immediately.

### ***Cause Termination***

Hanmi Financial may terminate Mr. Yoo's Employment Agreement for "cause," which shall mean: (1) Mr. Yoo is negligent in the performance of his material duties or engages in misconduct (i.e., the intentional or negligent violation of any state or federal banking law or regulation, or Hanmi Financial's employment policies, including but not limited to policies regarding honesty, conflict of interest, policies against discrimination, and/or employee leave policies); or (2) Mr. Yoo is convicted of or pleads guilty or nolo contendere to any felony, or is convicted of or pleads guilty or nolo contendere to any misdemeanor involving moral turpitude; or (3) Hanmi Financial is required to remove or replace Mr. Yoo by formal order or formal or informal instruction, including a requested consent order or agreement, from the Comptroller or Federal Deposit Insurance Corporation ("FDIC") or any other regulatory authority having jurisdiction; or (4) Mr. Yoo engages in any willful breach of duty during the course of his employment, or habitually neglects his duties or has a continued incapacity to perform; or (5) Mr. Yoo fails to follow any written policy of our Board or any resolutions of our Board adopted at a duly called meeting intentionally and in a material way; or (6) Mr. Yoo engages in any activity that materially adversely affects Hanmi Financial's reputation in the community, provided, at the time of engaging in such activity, Mr. Yoo knew or should have known that such activity would materially adversely affect Hanmi Financial's reputation in the community; or (7) Hanmi Bank receives a Section 8(a) Order from the FDIC or a Section 8(b) Order from the FDIC; or (8) Hanmi Bank receives a cease or desist order from the California Department of Financial Institutions that is attributable to the act or omission of Mr. Yoo in any material respect. In the event of a termination for good cause, as enumerated above, Mr. Yoo shall have no right to any compensation not otherwise expressly provided for in the employment agreement.

#### **Other Executives.**

Hanmi Financial does not have an employment agreement with any other executives. Because other executives' employment is "at-will," Hanmi Financial does not owe any compensation to other executives in the event of a termination of employment or a change in control of Hanmi Financial other than accrued salary and accrued vacation not used.

**Director Compensation**

The following table sets forth certain information regarding compensation paid to persons who served as outside Directors of Hanmi Financial for the fiscal year ended December 31, 2011:

## DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash (1) (2)	Stock Awards			Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (1) (7)	Total
		(3)	(4)	(6)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
I Joon Ahn	\$59,000	\$	—\$	—\$	—\$	—\$ 16,419	\$75,419	
John A. Hall	\$72,250	\$	—\$	—\$	—\$	—\$ 700	\$72,950	
Paul Seon-Hong Kim	\$69,050	\$	—\$	—\$	—\$	—\$ 16,445	\$85,495	
Joon Hyung Lee	\$59,450	\$	—\$	—\$	—\$	—\$ 16,428	\$75,878	
Joseph K. Rho	\$124,060	\$	—\$	—\$	—\$	—\$ 16,424	\$140,484	
William J. Stolte	\$66,650	\$	—\$	—\$	—\$	—\$ 8,871	\$75,521	

(1) All cash compensation and perquisites paid to Directors are paid by Hanmi Bank, which is then reimbursed by Hanmi Financial.

(2) Each Director who is not an employee of Hanmi Financial (an outside Director) is paid a monthly retainer fee of \$3,000 and \$1,000 for attendance at Board of Directors meetings (\$500 for telephonic attendance at Board meetings). In addition, the Chairman of the Board receives an additional \$1,500 each month. The Audit Committee Chairman and the Loan Committee Chairman receive an additional \$1,000 each month. The chairmen of the remaining committees receive an additional \$500 each month, and committee members receive an additional \$100 each for attending committee meetings (\$50 each for telephonic attendance at committee meetings). In addition, each Director who is not an employee of Hanmi Financial (an outside Director) is paid as follows for time spent above and beyond attendance at Board of Directors and committee meetings for special Company business, e.g., meetings with regulators, stockholders and other stakeholders, for less than 2 hours, \$100, for 2-5 hours, \$200, and for more than 5 hours, \$400.

(3) *All equity awards are made by Hanmi Financial, are for shares of Hanmi Financial's common stock, and are made pursuant to the 2007 Plan.*

*Pursuant to new SEC regulations regarding the valuation of equity awards, amounts in columns (c) represent the applicable full grant date fair values of stock awards in accordance with FASB ASC Topic 718, excluding the effect for forfeitures. For further information, see Note 12 to Hanmi Financial's audited financial statements for the year ended December 31, 2011 included in Hanmi Financial's Annual Report on Form 10-K filed with the SEC on March 14, 2012.*

*Pursuant to new SEC regulations regarding the valuation of equity awards, amounts in columns (d) represent the applicable full grant date fair values of option awards in accordance with FASB ASC Topic 718, excluding the effect for forfeitures. For further information, see Note 12 to Hanmi Financial's audited financial statements for the year ended December 31, 2011 included in Hanmi Financial's Annual Report on Form 10-K filed with the SEC on March 14, 2012.*

(6) *Outstanding Equity Awards at Fiscal Year-End — The following table shows information as of December 31, 2011 for Hanmi Financial's Directors concerning unexercised stock options:*

Name	Number of Securities Underlying Unexercised Options (#) Exercisable		Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
I Joon Ahn	3,000	(a)	—	\$ 173.04	11/15/2016
	1,000	(b)	1,500	(b) \$ 10.80	04/08/2019
John A. Hall	1,000	(b)	1,500	(b) \$ 10.80	04/08/2019
Paul Seon-Hong Kim	1,000	(b)	1,500	(b) \$ 10.80	04/08/2019
Joon Hyung Lee	3,000	(a)	—	\$ 173.04	11/15/2016
	500	(b)	1,500	(b) \$ 10.80	04/08/2019
Joseph K. Rho	3,000	(a)	—	\$ 173.04	11/15/2016
	1,000	(b)	1,500	(b) \$ 10.80	04/08/2019
William J. Stolte	1,000	(c)	1,500	(c) \$ 12.56	04/22/2019

*On November 15, 2006, pursuant to the 2000 Plan, 8,000 stock options were granted to each Director with vesting (a) as follows: 33.33 percent (33.33%) to vest on November 15, 2007 and 33.33 percent (33.33%) on each of the next two anniversary dates.*

*On April 8, 2009, pursuant to the 2007 Plan, 2,500 stock options were granted to each Director with vesting as (b) follows: 20 percent (20%) to vest on April 8, 2010 and 20 percent (20%) on each of the next four anniversary dates.*

*On April 22, 2009, pursuant to the 2007 Plan, 2,500 stock options were granted to Mr. Stolte with vesting as (c) follows: 20 percent (20%) to vest on April 22, 2010 and 20 percent (20%) on each of the next four anniversary dates.*

*(7) The amount in column (g) consists of:*

Name	Health Insurance Premiums	Life Insurance Premiums	Gift Card	Total All Other Compensation
I Joon Ahn	\$ 15,590	\$ 129	\$ 700	\$ 16,419
John A. Hall	\$ —	\$ —	\$ 700	\$ 700

Paul Seon-Hong Kim	\$ 15,590	\$ 155	\$ 700	\$ 16,445
Joon Hyung Lee	\$ 15,590	\$ 138	\$ 700	\$ 16,428
Joseph K. Rho	\$ 15,590	\$ 134	\$ 700	\$ 16,424
William J. Stolte	\$ 8,036	\$ 135	\$ 700	\$ 8,871

### **NCGC Committee Interlocks and Insider Participation**

Joon Hyung Lee, I Joon Ahn, John Hall, Paul Seon-Hong Kim, and Joseph K. Rho served as members of the NCGC Committee during the last completed fiscal year. No member of the NCGC Committee was an officer or employee of Hanmi Financial or Hanmi Bank during the fiscal year ended December 31, 2011 or at any prior time. No member of the NCGC Committee is or was on the compensation committee of any other entity whose officers served either on the Board of Directors or on the NCGC Committee of Hanmi Financial.

**BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT**

The following table sets forth information pertaining to “beneficial ownership” (as defined below) of Hanmi Financial’s common stock, by (i) individuals or entities known to Hanmi Financial to own more than five percent (5%) of the outstanding shares of Hanmi Financial’s common stock, (ii) each Director and nominee for election, (iii) the Named Executive Officers, and (iv) all Directors and executive officers of Hanmi Financial as a group. The information contained herein has been obtained from Hanmi Financial’s records and from information furnished to Hanmi Financial by each individual or entity. Management knows of no other person who owns, beneficially or of record, either individually or with associates, more than five percent (5%) of Hanmi Financial’s common stock.

The number of shares “beneficially owned” by a given stockholder is determined under SEC Rules, and the designation of ownership set forth below is not necessarily indicative of ownership for any other purpose. In general, the beneficial ownership as set forth below includes shares over which a Director, Director nominee, principal stockholder, or executive officer has sole or shared voting or investment power and certain shares which such person has a vested right to acquire, under stock options or otherwise, within sixty (60) days of the date hereof. Except as otherwise indicated, the address for each of the following persons is Hanmi Financial’s address. Unless otherwise noted, the address for each stockholder listed on the “Common Stock Beneficially Owned” table below is: c/o Hanmi Financial Corporation, 3660 Wilshire Boulevard, Penthouse Suite A, Los Angeles, California 90010. The following information is as of May 31, 2012.

**COMMON STOCK BENEFICIALLY OWNED**

Name and Address of Beneficial Owner		Number of Shares	Percent of Shares Outstanding	
Wellington Hedge Management Inc.	(1)	2,808,340	8.92	%
BlackRock Fund Advisors	(2)	2,129,020	6.76	%
Joseph K. Rho, Chairman of the Board	(3) (4) (5)	369,066	1.17	%
Joon Hyung Lee, Director	(4) (10)	291,138	0.92	%
I Joon Ahn, Director	(3) (4) (5)	197,316	0.63	%
Paul Seon-Hong Kim, Director	(4) (6)	38,841	*	
Jay S. Yoo, President and Chief Executive Officer, Director	(7)	67,709	*	
Lonny D. Robinson, Executive Vice President and Chief Financial Officer	(8)	4,213	*	
Jung Hak Son, Executive Vice President and Chief Credit Officer	(9)	8,225	*	
William J. Stolte, Director	(4) (6)	8,625	*	
John A. Hall, Director	(4) (6)	5,925	*	
All Directors and Executive Officers as a Group (9 in Number)		991,058	3.15	%

(1)



*Based on a Schedule 13G filed on February 14, 2012 with the SEC under the Securities Exchange Act of 1934, by Wellington Hedge Management Inc. ("Wellington"). The address of Wellington is 280 Congress Street, Boston, Massachusetts 02210.*

*Based on a Schedule 13G/A filed on February 13, 2012 with the SEC under the Securities Exchange Act of 1934, (2) by BlackRock Fund Advisors ("BlackRock"). The address of BlackRock is 40 East 52nd Street, New York, NY 10022.*

*(3) Includes 4,500 options that are presently exercisable under the 2000 Plan and the 2007 Plan.*

*(4) Includes 750 shares of restricted stock.*

*(5) Shares beneficial ownership with his spouse.*

*(6) Includes 1,500 options that are presently exercisable under the 2007 Plan.*

*(7) Includes 23,750 options that are presently exercisable under the 2000 Plan and the 2007 Plan, and 3,500 shares of restricted stock.*

(8) Includes 2,500 shares of restricted stock.

(9) Includes 3,250 options that are presently exercisable under the 2000 Plan and the 2007 Plan, and 575 shares of restricted stock.

(10) Includes 4,000 options that are presently exercisable under the 2000 Plan and the 2007 Plan.

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table summarizes information as of December 31, 2011 relating to equity compensation plans of Hanmi Financial pursuant to which grants of options, restricted stock awards or other rights to acquire shares may be granted from time to time.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	
Equity Compensation Plans Approved By Security Holders	133,361	\$ 95.44	305,792
Equity Compensation Plans Not Approved By Security Holders	250,000	\$ 9.60	250,000
Total Equity Compensation Plans	383,361	\$ 39.46	555,792

(1) Reflects warrants issued to Cappello Capital Corp. in connection with services it provided to us as a placement agent in connection with our best efforts public offering and as our financial adviser in connection with our completed rights offering. The warrants were immediately exercisable when issued at a purchase price of \$9.60 per share of our common stock and expire on October 14, 2015. The warrants may be exercised for cash or by "cashless exercise". The exercise price and number of shares subject to the warrants are subject to adjustment for, among other events, stock splits and stock dividends.

### Certain Relationships and Related Transactions

Some of Hanmi Financial's Directors and executive officers and their immediate families, as well as the companies with which they are associated, are customers of, or have had banking transactions with, Hanmi Financial or Hanmi Bank in the ordinary course of Hanmi Financial's business, and Hanmi Financial expects to have banking transactions with such persons in the future. In management's opinion, all loans and commitments to lend included in such transactions were made in the ordinary course of business, in compliance with applicable laws on substantially the same terms, including interest rates and collateral, as those prevailing for comparable transactions with other persons of similar creditworthiness and, in the opinion of management, did not involve more than a normal risk of repayment or present other unfavorable features. There is no amount of indebtedness owed to Hanmi Financial or Hanmi Bank by the principal officers and current Directors of Hanmi Financial (including associated companies) as of December 31, 2011.

In connection with the retirement of Won R. Yoon, Ki Tae Hong, and Chang Kyu Park as Directors in 2008, Hanmi Financial and Hanmi Bank entered into severance agreements with each of them. Pursuant to such severance agreements, each of the retiring Directors will receive \$3,000 per month until October 2013. Each of the retiring Directors also will receive current health insurance coverage until October 2013 in which Hanmi Financial will continue to pay for medical, dental, and/or vision premiums. In connection with the retirement of Richard Lee as a Director in 2009, he entered into a severance agreement with Hanmi Financial. Pursuant to the Severance Agreement, among other things, Mr. Lee received a lump-sum payment of \$180,000 upon his retirement. Mr. Lee also will receive current health insurance coverage until March 2014 in which Hanmi Financial will continue to pay for medical, dental, and/or vision premiums. See "*Director Compensation*" above.

### **Review, Approval or Ratification of Transactions With Related Persons**

Hanmi Financial has adopted a Related Person Transaction Policy (“Policy”). The Policy provides that executive officers, Directors, five-percent (5%) stockholders, and their family members, and entities for which any of those persons serve as officers or partners or in which they have a ten percent (10%) or greater interest, must notify Hanmi Financial’s Corporate Secretary before entering into transactions or other arrangements with Hanmi Financial or any of its affiliates (other than loans subject to Regulation O promulgated by the Board of Governors of the Federal Reserve System) if the amount exceeds \$25,000. Hanmi Financial’s Corporate Secretary will determine whether, under the guidelines in the Policy, the transaction or arrangement should be submitted to the Audit Committee for approval. In determining whether to submit proposed transactions to the Audit Committee for consideration, Hanmi Financial’s Corporate Secretary will consider, among other things, the aggregate value of the proposed transaction, the benefits to Hanmi Financial of the proposed transaction, and whether the terms of the proposed transaction are comparable to the terms available to an unrelated third party and employees generally. The Policy also includes provisions for the review and possible ratification of transactions and arrangements that are entered into without prior review under the Policy. During 2011, neither Hanmi Financial nor any of its affiliates entered into any related-party transactions that required review, approval, or ratification under the Policy.

### **Director Independence**

Our Board has determined that all of its Directors are independent under the applicable listing standards of NASDAQ, except for Jay S. Yoo, who also serves as the President and Chief Executive Officer of Hanmi Financial.

***OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS  
VOTE “FOR” EACH OF THE SEVEN DIRECTOR NOMINEES***

## PROPOSAL NO. 2

### NAMED EXECUTIVE OFFICERS' COMPENSATION

As provided by the Dodd-Frank Act and recent SEC rulemaking, we are asking our stockholders to approve an advisory resolution regarding the compensation paid to our Named Executive Officers as described in the CD&A, the compensation tables and related disclosures in this Proxy Statement. This item, known as the “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our compensation decisions and policies for our Named Executive Officers as described in this Proxy Statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement.

Accordingly, we ask our stockholders to indicate their support for our executive compensation program for our Named Executive Officers and vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to the Company’s Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, and as described in the Compensation Discussion and Analysis, compensation tables and narrative discussion, in the 2012 Proxy Statement, is hereby APPROVED.”

Because your vote is advisory, it will not be binding upon our Board or the Compensation Committee and may not be construed as overruling any decision by our Board or the Compensation Committee. However, our Board and the Compensation Committee may, in each of its sole discretion, take into account the outcome of the vote when considering future executive compensation arrangements.

Stockholders are encouraged to carefully review the “*Compensation Discussion and Analysis*” and “*Named Executive Officers’ Compensation*” sections of this Proxy Statement for a detailed discussion of the Company’s executive compensation program for our Named Executive Officers.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE “FOR” THE ADVISORY RESOLUTION APPROVING THE COMPENSATION PAID TO THE COMPANY’S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THIS PROXY STATEMENT.**



## PROPOSAL NO. 3

## RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We are asking our stockholders to ratify the appointment by the Audit Committee of KPMG LLP (“KPMG”) as our independent registered public accounting firm for the fiscal year ending December 31, 2012. KPMG served as our independent registered public accounting firm for the fiscal year ended December 31, 2011 and has served as our independent registered public accounting firm since 2001. KPMG has advised us that it has no direct or indirect financial interest in us. Representatives of KPMG are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. It is also expected that they will be available to respond to appropriate questions. If this proposal is not approved at the Annual Meeting, the Audit Committee will reconsider this appointment. Under applicable SEC regulations, the selection of the independent auditor is solely the responsibility of the Audit Committee.

The following table sets forth information regarding the aggregate fees billed for professional services rendered by KPMG to Hanmi Financial for the fiscal years ended December 31, 2011 and 2010:

	2011	2010
Audit Fees (1)	\$590,000	\$625,000
Audit-Related Fees (2)	39,932	80,444
Tax Fees (3)	192,070	102,931
	\$822,002	\$808,375

(1) *Includes fees billed for the integrated audit of our annual financial statements and internal control over financial reporting, for the reviews of the financial statements included in our Quarterly Reports on Form 10-Q, and for compliance with the Federal Deposit Insurance Corporation Improvement Act.*

(2) *Includes fees billed for professional services rendered in connection with reviews of registration statements.*

(3) *Includes fees billed for professional services rendered in connection with tax compliance, tax advice, and tax planning.*

There were no other fees billed by KPMG for advice or services rendered to Hanmi Financial other than as described above.

### **Audit Committee Pre-Approval Policies and Procedures**

The Audit Committee has established “Pre-Approval Policies and Procedures” for independent auditor services. Any proposed service not pre-approved or exceeding pre-approved cost levels require specific pre-approval by the Audit Committee. The Audit Committee may not delegate to management its responsibilities to pre-approve services performed by the independent auditor.

The Audit Committee may delegate pre-approval authority to one or more of its members. In 2011 and 2010, the Audit Committee Chairman was permitted to approve fees up to \$25,000 with the requirement that any pre-approval decisions be reported to the Audit Committee at its next scheduled meeting.

The only non-audit services provided by the independent auditor were related to the preparation of Hanmi Financial’s income tax returns, tax advice and tax planning, which were 23.2 percent and 12.7 percent of the aggregate fees billed by KPMG for the fiscal years ended December 31, 2011 and 2010, respectively. The Audit Committee pre-approved this work and the related fees.

### **Ratification**

Neither our Bylaws nor other governing documents or law require stockholder ratification of the selection of KPMG as the Company’s independent registered public accounting firm. However, we are submitting the selection of KPMG to our stockholders for ratification to obtain our stockholders’ views. If our stockholders fail to ratify the selection of KPMG, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection of KPMG is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in our and our stockholders’ best interests.



The affirmative vote of the holders of a majority of shares present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to ratify the selection of KPMG. Abstentions will be counted toward the tabulation of votes cast on proposals presented to stockholders and will have the same effect as negative votes. Broker non-votes are counted towards a quorum, but are not counted for determining whether this matter has been approved.

***OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS***

***VOTE "FOR" THE RATIFICATION OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.***

## **OTHER MATTERS**

Other than the business and proposals described in this Proxy Statement, our Board knows of no other business that will be presented for consideration at the Annual Meeting. If, however, other business shall properly come before the Annual Meeting, the persons named in the proxies intend to vote the shares represented by the proxies on such matters in accordance with the recommendation of our Board, or in the absence of a recommendation, in accordance with their judgment.

## **STOCKHOLDER PROPOSALS FOR THE 2013 ANNUAL MEETING**

Any stockholder proposal intended to be included in our proxy statement for the 2013 annual meeting must be received by us for inclusion in the proxy statement and form of proxy for that annual meeting by no later than February 12, 2013; provided, however, if the date of the 2013 meeting is changed by more than 30 days from the anniversary of the 2012 Annual Meeting, then the deadline is a reasonable time before we begin to print and send out our proxy materials for the 2013 annual meeting.

Pursuant to our Bylaws, any other stockholder proposal to be presented at any annual meeting must be received by our Corporate Secretary not less than sixty (60) days nor more than ninety (90) days prior to the anniversary date of the 2012 Annual Meeting (July 25, 2013). However, in the event that the 2013 annual meeting is called for on a date that is not within thirty (30) days before or after such anniversary date, in order to be timely, notice by the stockholder must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of the date of the 2013 annual meeting was mailed or such public disclosure of the date of the 2013 annual meeting was made, whichever first occurs. To be in proper form, the stockholder's notice must contain such information as is required by our Bylaws and applicable law.

For any stockholder proposal that is not submitted for inclusion in next year's proxy statement and is instead sought to be presented directly at next year's annual meeting, SEC rules permit proxy holders to vote proxies in their discretion if we (i) do not receive notice of the stockholder proposal prior to the close of business on May 26, 2013 or (ii) receive notice of the proposal before the close of business on April 25, 2013, and advise stockholders in the proxy statement about how proxy holders intend to vote on any such matter.

In addition to any other applicable requirements, for a Director nomination to be properly made by a stockholder, such stockholder must have given timely notice thereof in proper written form to our Corporate Secretary. To be timely, a stockholder's notice to the Corporate Secretary must be delivered to or mailed and received at the principal executive offices of Hanmi Financial, in the case of the 2013 annual meeting, not less than sixty (60) days nor more than ninety (90) days prior to the anniversary date of the 2012 Annual Meeting. However, in the event that the 2013 annual

meeting is called for a date that is not within thirty (30) days before or after such anniversary date, in order to be timely, notice by the stockholder must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of the date of the 2013 annual meeting was mailed or such public disclosure of the date of the 2013 annual meeting was made, whichever first occurs. To be in proper written form, a stockholder's notice to the Corporate Secretary must set forth such information as is required by our Bylaws and applicable law.

#### **AVAILABILITY OF FORM 10-K**

Our Annual Report for the fiscal year ended December 31, 2011 is included in the mailing of this Proxy Statement. We will provide to any stockholder, without charge and by first class mail, upon the written request of that stockholder, a copy of our Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2011, as filed with the SEC. Such requests should be addressed to: Investor Relations Officer, Hanmi Financial Corporation, 3660 Wilshire Boulevard, Penthouse Suite A, Los Angeles, California 90010, (213) 382-2200. The Annual Report on Form 10-K, as amended, includes a list of exhibits. If you wish to receive copies of the exhibits, we will send them to you upon request. Expenses for copying and mailing copies of the exhibits will be your responsibility. In addition, the SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains information we file with them.

#### **WHERE YOU CAN FIND MORE INFORMATION**

The SEC maintains a website that contains reports, proxies and information statements and other information regarding us and other issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov). Our proxy statements, annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments to those reports, are available free of charge through the SEC's website. Stockholders may also read and copy materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. Stockholders may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

By Order of our Board of Directors,

/s/ Joseph K. Rho  
Joseph K. Rho  
Chairman of our Board

**ANNEX A**

**INSTRUCTIONS FOR VOTING BY INTERNET, TELEPHONE OR MAIL**

Hanmi Financial Corporation encourages you to take advantage of convenient voting methods. Please take this opportunity to use one of the three voting methods below. Voting is easier than ever. Proxies submitted by Internet or telephone must be received no later than 11:59 p.m., Pacific Time, on July 24, 2012.

**VOTE BY INTERNET—[WWW.investorvote.com/HAFC](http://WWW.investorvote.com/HAFC)**

Use the Internet to transmit your voting instructions and for electronic delivery of information no later than 11:59 p.m., Pacific Time, on July 24, 2012. Have your proxy card in hand when you access the web site and follow the instructions.

**VOTE BY TELEPHONE—1-800-652-VOTE (8683).**

Use any touch-tone telephone to transmit your voting instructions no later than 11:59 p.m., Pacific Time, on July 24, 2012. Have your proxy card in hand when you call and follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided, or return it to Hanmi Financial Corporation, c/o Investor Relations; 3660 Wilshire Boulevard, Penthouse Suite A, Los Angeles, California 90010, (213) 382-2200. Proxy cards sent by mail must be received by July 24, 2012.

TO VOTE, MARK BLOCKS BELOW IN  
BLUE OR BLACK INK AS FOLLOWS:      KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY



**PROXY**

**HANMI FINANCIAL CORPORATION**

**ANNUAL MEETING OF STOCKHOLDERS — JULY 25, 2012**

The undersigned stockholder(s) of Hanmi Financial Corporation hereby nominates and appoints Paul Seon-Hong Kim and Jean Lim, and each of them, the attorney, agent, and proxy of the undersigned, with full power of substitution, to vote all stock of Hanmi Financial Corporation that the undersigned is entitled to vote at the Annual Meeting of Hanmi Financial Corporation to be held at the Sheraton Universal Hotel, located at 333 Universal Hollywood Drive, Universal City, California, on Wednesday, July 25, 2012, beginning at 10:30 a.m., Pacific Time, and at any adjournments or postponements thereof, as fully and with the same force and effect as the undersigned might or could do if personally present thereat, as follows:

**THE BOARD OF DIRECTORS OF HANMI FINANCIAL CORPORATION RECOMMENDS A VOTE OF:**

**“FOR” EACH OF THE DIRECTOR NOMINEES OF THE BOARD OF DIRECTORS,**

**“FOR” THE ADVISORY RESOLUTION APPROVING THE COMPENSATION PAID TO THE COMPANY’S NAMED EXECUTIVE OFFICERS, AND**

**“FOR” THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS HANMI FINANCIAL CORPORATION’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

**THIS PROXY SHALL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN.**

**IF NO INSTRUCTIONS ARE GIVEN, THIS PROXY CONFERS AUTHORITY TO VOTE, AND**

**SHALL BE VOTED, “FOR” EACH OF THE DIRECTOR NOMINEES OF THE BOARD OF DIRECTORS AND “FOR” PROPOSALS 2 AND 3, IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS.**

**IF ANY OTHER BUSINESS IS PRESENTED AT THE ANNUAL MEETING, THIS PROXY SHALL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS, OR, IF NO RECOMMENDATION IS GIVEN, IN ACCORDANCE WITH THE DISCRETION AND JUDGMENT OF**

**THE PROXY HOLDERS.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS AND MAY BE REVOKED PRIOR TO ITS EXERCISE.**

**PLEASE SIGN AND DATE ON THE REVERSE SIDE.**



6 DETACH PROXY CARD HERE 6

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING TO BE HELD ON JULY 25, 2012**

This Proxy Statement for the Annual Meeting and our Annual Report for the fiscal year ended December 31, 2011 are available on Hanmi Financial Corporation’s website at [www.hanmi.com](http://www.hanmi.com) by clicking on “Investor Relations” and then “Proxy Materials.”

**Our Board of Directors recommends a vote “FOR” each of the following proposals.**

***ELECTION OF DIRECTORS*** – To elect the following seven director nominees to serve as Directors of Hanmi Financial Corporation for terms expiring at the 2013 Annual Meeting of Stockholders, or until their successors are elected and qualified.

- |                                      |  |
|--------------------------------------|--|
| Director Nominee: I Joon Ahn         | <input type="radio"/> For <input type="radio"/> Withhold Authority to Vote |
| Director Nominee: John A. Hall       | <input type="radio"/> For <input type="radio"/> Withhold Authority to Vote |
| Director Nominee: Paul Seon-Hong Kim | <input type="radio"/> For <input type="radio"/> Withhold Authority to Vote |
| Director Nominee: Joon Hyung Lee     | <input type="radio"/> For <input type="radio"/> Withhold Authority to Vote |
| Director Nominee: Joseph K. Rho      | <input type="radio"/> For <input type="radio"/> Withhold Authority to Vote |
| Director Nominee: William J. Stolte  | <input type="radio"/> For <input type="radio"/> Withhold Authority to Vote |
| Director Nominee: Jay S. Yoo         | <input type="radio"/> For <input type="radio"/> Withhold Authority to Vote |

***ADVISORY (NON-BINDING) RESOLUTION TO APPROVE THE COMPENSATION OF NAMED  
2. EXECUTIVE OFFICERS.*** To provide an advisory (non-binding) vote on the proposal to approve the compensation of the Named Executive Officers.

For  Against  Abstain

***RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.*** To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.

**For**  **Against**  **Abstain**

**OTHER BUSINESS** – To transact such other business as may properly come before the Annual Meeting and at any 4. adjournments or postponements thereof. Management at present knows of no other business to be presented by or on behalf of Hanmi Financial or its Board of Directors at the Annual Meeting.

Please mark votes as in this example. I (We) do or do not expect to attend the Annual Meeting.

Number of Persons:

MARK HERE FOR ADDRESS CHANGE AND NOTE BELOW: **Please sign and date below.**

Number of  
Shares:

Please Print Name

Please Print Name

Dated:

Signature of Stockholder

Signature of Stockholder

(Please date this Proxy and sign your name as it appears on your stock certificates. Executors, administrators, trustees, etc., should give their full duties. All joint owners should sign.)

5 PLEASE DETACH HERE 5

*You must detach this portion of the Proxy Card before returning it in the enclosed envelope.*