

CHINO COMMERCIAL BANCORP

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS To Be Held May 26, 2016

TO THE SHAREHOLDERS OF CHINO COMMERCIAL BANCORP:

The Annual Meeting of Shareholders (the “Meeting”) of Chino Commercial Bancorp (the “Company”) will be held at the Los Serranos Country Club, 15656 Yorba Avenue, Chino Hills, California 91709 at 5:30 p.m., on Thursday, May 26, 2016.

At the annual meeting, you will be asked to consider and vote on the following matters:

1. **Election of Directors.** To elect the following eight nominees to the Board of Directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and have qualified:

Dann H. Bowman	Richard G. Malooly
Linda M. Cooper	Bernard J. Wolfswinkel
Michael A. Di Pietro	Thomas A. Woodbury, D.O.
H. H. Corky Kindsvater	Jeanette L. Young

2. **Ratification of Appointment of Independent Auditors.** To ratify the appointment of Vavrinek, Trine, Day & Co., LLP as the Company’s independent auditors for 2016.

3. To transact such other business as may properly come before the Meeting and at any and all adjournments thereof.

The Board of Directors recommends that you vote “FOR” the election of the above nominees and “FOR” Proposal 2.

Only shareholders of record at the close of business on March 28, 2016 are entitled to notice of and to vote at the Meeting. **Whether or not you plan to attend the annual meeting, please sign, date and return the enclosed proxy card in the postage paid envelope provided, so that as many shares as possible may be represented.** The vote of every shareholder is important and we will appreciate your cooperation in returning your executed proxy promptly. Each proxy is revocable and will not affect your right to vote in person if you attend the annual meeting. If you hold your shares in certificate or registered book entry form and attend the Meeting, you may simply revoke your previously submitted proxy and vote your shares at that time. If your shares are held by a broker or otherwise not registered in your name, you will need additional documentation from your record holder to vote your shares personally at the Meeting. If you hold your shares in certificate or registered book entry form, please indicate on the proxy whether or not you expect to attend.

We appreciate your continuing support and look forward to seeing you at the annual meeting.

DATED: April 27, 2016

By Order of the Board of Directors



Jeanette L. Young
Secretary

**Important Notice Regarding the Availability of Proxy Materials for the
2016 Annual Meeting of Shareholders to be held on May 26, 2016**

This proxy statement and the Company’s 2015 Annual Report to Shareholders are available electronically at
<https://www.chinocommercialbank.com/investor-relations/annual-reports/>

CHINO COMMERCIAL BANCORP
14245 Pipeline Avenue
Chino, California 91710
(909) 393-8880

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
To Be Held May 26, 2016

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders (the "Meeting") of Chino Commercial Bancorp (the "Company") to be held at the Los Serranos Country Club, 15656 Yorba Avenue, Chino Hills, California 91709 at 5:30 p.m., on Thursday, May 26, 2016, and at any and all adjournments thereof.

It is expected that this Proxy Statement and accompanying Notice will be mailed to shareholders on approximately April 27, 2016.

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

1. **Election of Directors.** To elect eight nominees to the Board of Directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and have qualified.
2. **Ratification of Appointment of Independent Auditors.** To ratify the appointment of Vavrinek, Trine, Day & Co., LLP as the Company's independent auditors for 2016.
3. To transact such other business as may properly come before the Meeting and at any and all adjournments thereof.

Revocability of Proxies

A Proxy for use at the Meeting is enclosed. Any shareholder who executes and delivers such Proxy has the right to revoke it at any time before it is exercised by filing with the Secretary of the Company an instrument revoking it or a duly executed proxy bearing a later date, or by attending the Meeting and voting in person. (Any shareholder who holds shares in certificate or registered book entry form and attends the Meeting may simply revoke his or her previously submitted proxy and vote their shares at that time. Shareholders whose shares are held by a broker or are otherwise not registered in their own names will need additional documentation from their record holder to vote any shares personally at the Meeting.) Subject to such revocation, all shares represented by a properly executed Proxy received in time for the Meeting will be voted by the proxy holders whose names are set forth in the accompanying Proxy in accordance with the instructions on the Proxy. If no instruction is specified with respect to a matter to be acted upon, the shares represented by the Proxy will be voted "**FOR**" the election of the nominees for directors set forth herein, "**FOR**" Proposal 2 and, if any other business is properly presented at the Meeting, in accordance with the recommendations of the Board of Directors.

Solicitation of Proxies

The solicitation of the Proxy accompanying this Proxy Statement is made by the Company's Board of Directors, and the Company will bear the costs of such solicitation, including preparation, printing and mailing costs. The proxies will be solicited principally through the mails, but directors, officers and employees of the Company may also solicit proxies personally or by telephone. Arrangements will be made with brokerage firms and other custodians, nominees and fiduciaries to forward these proxy solicitation materials to shareholders whose stock in the Company is held of record by such entities, and the Company will reimburse such brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection

therewith. In addition, the Company may pay for and utilize the services of individuals or companies it does not regularly employ in connection with this solicitation of proxies, if management determines it advisable.

VOTING SECURITIES

There were 1,026,349 shares of our common stock issued and outstanding on March 28, 2016, which has been set as the record date for the purpose of determining the shareholders entitled to notice of and to vote at the Meeting. The presence, in person or by proxy, of at least a majority of the total number of outstanding shares of our common stock is necessary to constitute a quorum at the Meeting for the transaction of business. Abstentions and broker non-votes are each included in the determination of the number of shares present for determining a quorum but are not counted on any matters brought before the Meeting.

Each shareholder is entitled to one vote on each proposal per share of common stock held as of the record date, except that in connection with the election of directors, the shares are entitled to be voted cumulatively if a candidate's or candidates' name(s) have been properly placed in nomination prior to the voting and a shareholder present at the Meeting has given notice of his or her intention to vote his or her shares cumulatively. If a shareholder has given such notice, all shareholders may cumulate their votes for candidates in nomination. Cumulative voting entitles a shareholder to give one nominee as many votes as is equal to the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute his or her votes on the same principle between two or more nominees as he or she deems appropriate. The eight candidates receiving the highest number of votes will be elected. If cumulative voting is declared at the Meeting, votes represented by Proxies delivered pursuant to this Proxy Statement may be cumulated in the discretion of the proxy holders, in accordance with the recommendations of the Board of Directors. Shares represented by proxies that are marked with instructions to withhold authority for the election of one or more director nominees or that are not voted (whether by abstention or otherwise) will not be counted in determining the number of votes cast for those persons.

For all other matters, including the ratification of the appointment of our independent auditors, a majority of votes cast shall decide the outcome of each matter submitted to the shareholders at the Meeting. Abstentions will be included in the vote totals and, as such, will have the same effect on proposals as a negative vote. Broker non-votes (i.e., the submission of a proxy by a broker or nominee specifically indicating the lack of discretionary authority to vote on the matter), if any, will not be included in the vote totals and, as such, will have no effect on any proposal.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Management knows of no person who owned beneficially more than 5% of the Company's outstanding common stock as of March 28, 2016, except for Dann H. Bowman and Thomas A. Woodbury, D.O., each of whom is a member of the Board of Directors. Information concerning the stock ownership of the Company's executive officers, directors and nominees for director is set forth below under "ELECTION OF DIRECTORS."

PROPOSAL 1

ELECTION OF DIRECTORS

Our Bylaws currently provide that the number of directors shall be not fewer than seven nor more than thirteen until changed by a bylaw amendment duly adopted by the vote or written consent of our shareholders. The Bylaws further provide that the exact number of directors shall be fixed from time to time, within the foregoing range, by a bylaw or amendment thereof or by a resolution duly adopted by the vote or written consent of our shareholders or by our Board of Directors. The exact number of directors is presently fixed at eight.

The first eight persons named below, all of whom are present members of the Board of Directors, will be nominated for election to serve as directors until the next Annual Meeting of Shareholders and until their successors are elected and have qualified. Votes will be cast pursuant to the enclosed Proxy in such a way as to effect the election of said eight nominees, or as many thereof as possible under applicable voting rules. In the event that any of the nominees should be unable to serve as a director, it is intended that the Proxy will be voted for the election of such substitute nominee, if any, as shall be designated by the Board of Directors. Management has no reason to believe that any nominee will become unavailable.

The following table sets forth certain information as of March 28, 2016 with respect to (i) those persons nominated by the Board of Directors for election as directors, all of whom are also directors of the Company, (ii) each of our directors and executive officers, and (iii) our directors and executive officers as a group. Additional information concerning the experience and qualifications of the Company's directors appears below under "CORPORATE GOVERNANCE – Director Nomination Procedures, Qualifications and Related Matters."

Name, Address and Offices Held with Company ¹	Principal Occupation for the Past Five Years	Age	Director Since	Common Stock Beneficially Owned on March 28, 2016	
				Number of Shares ²	Percentage of Shares Outstanding
Dann H. Bowman President, Chief Executive Officer and Director	President and Chief Executive Officer, Chino Commercial Bancorp and Chino Commercial Bank, N.A.	57	2006 (2000) ³	134,873 ^{4,5}	13.14%
Linda M. Cooper Director	President, Inland Empire Escrow, Inc.	69	2006 (2000) ³	25,538 ⁶	2.49%
Michael A. Di Pietro Director	Owner, Michael Di Pietro, C.P.A.	61	2012 (2012) ³	234	0.02%
H. H. Corky Kindsvater Vice Chairman of the Board	Retired (formerly Chief Executive Officer, Hillview Acres Foster Home)	78	2006 (2000) ³	9,382	0.91%
Richard G. Malooly Director	Owner, Re/Max Realty 100 (Diamond Bar)	77	2006 (2000) ³	25,944	2.53%
Bernard J. Wolfswinkel Chairman of the Board	Retired (formerly Sales Manager and Public Relations Representative, Western Waste Industries)	83	2006 (2000) ³	35,939 ⁷	3.50%

¹ All offices held apply to both Chino Commercial Bancorp and Chino Commercial Bank, N.A. unless otherwise indicated. The business address of each of the directors and executive officers is 14245 Pipeline Avenue, Chino, California 91710.

² Except as otherwise noted, may include shares held by or with such person's spouse (except where legally separated) and minor children; shares held by any other relative of such person who has the same home; shares held by a family trust as to which such person is a trustee and primary beneficiary with sole voting and investment power (or shared power with a spouse); shares held in "street name" for the benefit of such person; or shares held in an Individual Retirement Account or pension plan as to which such person is the sole beneficiary and has pass-through voting rights and investment power.

³ Year first elected or appointed a director of Chino Commercial Bank, N.A.

⁴ Includes 31,143, 10,204 and 220 shares allocated to the accounts of Messrs. Bowman and Caberto and Mrs. Milincu, respectively, pursuant to the Company's 401(k) Plan, as to which shares these individuals have pass-through voting rights and investment power.

⁵ Includes 14,805 shares held by Mr. Bowman's spouse in an IRA or 401(k) plan account, as to which shares Mr. Bowman has neither voting nor investment power.

⁶ Includes 6,468 shares held by the Inland Empire Escrow, Inc. 401(k) Profit Sharing Plan and Trust of which Mrs. Cooper is the trustee; and 1,293 shares held by Mrs. Cooper as trustee for seven grandchildren; as to all of which shares Mrs. Cooper has sole voting and investment power.

⁷ Includes 92 shares held by Mr. Wolfswinkel as trustee for his grandchildren, as to which shares Mr. Wolfswinkel has sole voting and investment power.

(Table and footnotes continued on following page.)

Name, Address and Offices Held with Company ¹	Principal Occupation for the Past Five Years	Age	Director Since	Common Stock Beneficially Owned on March 28, 2016	
				Number of Shares ²	Percentage of Shares Outstanding
Thomas A. Woodbury, D.O. Director	Family Practice Physician and Surgeon (Inland's Physician Service)	57	2006 (2000) ³	86,244 ⁸	8.40%
Jeanette L. Young Director and Corporate Secretary	Realtor, King Realty Group (formerly Windermere KRG)	64	2006 (2000) ³	13,446	1.31%
Roger Caberto Senior Vice President and Chief Credit Officer, Chino Commercial Bank, N.A.	Senior Vice President and Chief Credit Officer, Chino Commercial Bank, N.A.	70	n/a	11,091 ⁴	1.08%
Melinda M. Milincu Vice President and Chief Financial Officer	Vice President and Chief Financial Officer, Chino Commercial Bancorp and Chino Commercial Bank, N.A. ⁹	36	n/a	1,077 ⁴	0.10%
Directors and Executive Officers as a Group (10 persons)				343,768 ⁴	33.49%

Board of Directors' Recommendation

Your Board of Directors unanimously recommends a vote "FOR" each of the nominees listed in this proxy statement.

CORPORATE GOVERNANCE

General

The Board of Directors believes that it is important to encourage the highest level of corporate ethics and responsibility. While the Company is no longer subject to the public reporting requirements of the Securities and Exchange Commission (the "SEC"), the Board has chosen to voluntarily continue to implement the corporate governance requirements which have been established by the SEC for public reporting companies. Among other things, the Board has adopted a Code of Ethics which applies to all of the Bank's directors, officers, and employees, including the chief executive officer, chief financial officer, and persons performing similar functions, as well as a procedure for allowing employees to anonymously report any problems they may detect with respect to the Company's financial reporting.

(Certain footnotes appear on previous page.)

⁸ Includes 6,098 shares held by Inland Physician's Services, Inc., of which Dr. Woodbury is a 50% owner, as to which shares he has shared voting and investment power; and 6,629 shares held in a profit sharing fund for which Dr. Woodbury is trustee and has sole voting and investment power. Also includes 4,480 shares held in a margin account by Dr. Woodbury together with his adult son, as to which shares Dr. Woodbury has shared voting and investment power.

⁹ Prior to joining the Bank and the Company on December 1, 2014, Mrs. Milincu, CPA served as a Senior Accountant of Security Bank of California in Riverside, California from July 2013 to November 2014; as Senior Accountant with Mellon Johnson & Reardon CPA's in Ontario, California from January to July 2013; and a Senior Auditor with Vavrinek, Trine, Day & Co., LLP in Rancho Cucamonga, California from 2003 to October 2009.

Code of Ethics

The Code of Ethics requires that our directors, officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in the Company's best interests. Under the terms of the Code of Ethics, directors, officers and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code of Ethics. The Code of Ethics may be found on our web site, "www.chinocommercialbank.com" under the topic "Investor Relations." We intend to post notice of any waiver from, or amendment to, any provision of our Code of Ethics on this web site.

Procedures for Reporting Concerns about Accounting, Internal Accounting Controls or Auditing Matters

As a mechanism to encourage compliance with the Code of Ethics, we have established procedures for (i) receiving, retaining and addressing complaints received regarding accounting, internal accounting controls or auditing matters; (ii) allowing employees to anonymously report any problems they may detect with respect to such matters; and (iii) reporting any suspected violations of the Code or of law. The Code of Ethics also prohibits the Company from retaliating against any director, officer or employee who makes a good faith report of a suspected violation of the Code or of law (even if the report is mistaken), or against anyone who assists in the investigation of a reported violation.

Director Independence

The Board has determined that all of its directors, other than the President and Chief Executive Officer, are "independent" as that term is defined by Nasdaq rules. The overwhelming majority of the members of our Board of Directors have historically been independent, and our Audit and Compensation Committees are comprised solely of independent directors as defined by the rules of the SEC and Nasdaq.

Director Attendance

Board and Committee Meeting Attendance. During the fiscal year ended December 31, 2015, our Board of Directors held a total of 13 meetings. Each of our directors attended at least 75% of the aggregate of (i) the total number of such meetings, and (ii) the total number of meetings held by all committees of the Board on which such director served during 2015.

Director Attendance at Annual Meetings of Shareholders. The Board believes it is important for all directors to attend the annual meeting of shareholders in order to show their support for the Company and to provide an opportunity for shareholders to communicate any concerns to them. Our policy is that all directors are expected to attend each annual meeting of shareholders unless personal or family illness or other compelling personal or business circumstances prevent attendance. All of our directors attended our annual meeting of shareholders in 2015, except for one who was unable to attend due to family illness.

Shareholder Communications with Board of Directors

Shareholders may communicate with the Board of Directors or with any individual director by mailing a communication to our principal executive offices addressed to the Board of Directors or to the individual director. All of such communications, except those clearly of a marketing nature, will be forwarded unopened directly to the appropriate director or presented to the full Board of Directors at the next regularly scheduled Board of Directors' meeting.

Director Nomination Procedures, Qualifications and Related Matters

Procedure for Consideration of Director Nominees. As indicated below under “COMMITTEES OF THE BOARD,” the Company does not have a standing nominating committee, and nominations for directors are instead made by the full Board. We do not pay fees to any third party to identify or evaluate or assist in identifying or evaluating potential nominees. The Board of Directors does not have a separate charter concerning the director nomination process, but has adopted the following policies and procedures concerning this process by Board resolution:

Prior to making any decisions concerning the nomination of directors for each year’s annual meeting, the Board shall (i) evaluate the performance, attendance records of, and any loans or other transactions between Chino Commercial Bancorp or Chino Commercial Bank, N.A. (the “Bank”) and each of the current Board members proposed for reelection, and on that basis consider the appropriateness of such members standing for reelection; (ii) review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as directors of the Company; (iii) consider the need to augment the Board for any specific purpose; (iv) review and consider any additional requests from outside parties to serve as directors; (v) if a new nominee is needed, determine the specific skills and experience desired in a new director; and (vi) in such case, identify potential nominees who have such skills and experience, determine whether the potential nominees are shareholders of the Company, investigate the potential nominee’s background, develop personal knowledge about the candidate, develop a consensus of the directors with respect to which potential nominee would be best suited for the position, determine whether the candidate is interested, and vote on the nomination.

In identifying and evaluating potential nominees, the Board shall consider recommendations from directors, officers and employees of Chino Commercial Bancorp and the Bank, as well as persons recommended by our shareholders, and shall evaluate persons recommended by directors, officers or employees in the same manner as those recommended by shareholders in selecting Board nominees.

In considering a possible candidate for election as a director, the Board shall be guided by the principle that each director should: (i) be an individual of the highest ethical character and integrity; (ii) have substantial experience which is of particular relevance to the Company; (iii) have the ability and willingness to devote sufficient time to the affairs of the Company; (iv) have a meaningful financial stake in the Company so as to assure that every director’s interests are aligned with those of the shareholders; (v) be knowledgeable about the business activities and market areas in which the Company does business; (vi) have an excellent personal and professional reputation in and commitment to one or more communities in which the Company does business; (vii) serve or have served as chief executive officer or in another position of active leadership with a business or professional interest located within the market areas served by the Company; (viii) have an inquiring mind, a willingness to ask hard questions, and the ability to work constructively with others; (ix) have the ability and desire to exercise independent thinking when considering matters brought before the Board, and not be unduly influenced by the opinions of others; (x) have no conflict of interest that would interfere with his or her performance as a director; and (xi) have the capacity and desire to represent the best interests of the shareholders as a whole and not primarily a specific interest group or constituency. While the Board believes that every director should possess as many as possible of the above attributes, the Board has not established any specific group of such attributes as “minimum qualifications” for serving as a director.

The Board also believes that the ability of any director to work in a harmonious, friendly, cooperative manner is perhaps one of the most important attributes of a bank director. Accordingly, in considering the desirability of any particular candidate as a potential director, the Board shall also consider the fit of the individual’s skills and personality with those of other directors and potential directors in building a board that is effective, collegial and responsive to the needs of the Company. Tardiness, rancor, bitterness, back-biting, gossiping and any other personal behaviors which tend to lead to dissension, friction, or fighting among the members will be considered valid grounds for rejecting any proposed, or sitting, director from nomination for future service.

Board Diversity, Qualifications and Experience. As currently comprised, the Board of Directors is a diverse group of individuals who are drawn from various market sectors and industry groups with a presence in the Company’s markets. The Board considers diversity as one of many factors in evaluating the composition of the

Board but has no set policy in this regard. Board members are individuals with knowledge and experience who serve and represent the communities we serve. Current board representation provides backgrounds in banking, escrow services, child welfare and adoption services, family counseling, family and geriatric medicine, mortgage banking, real estate, manufacturing, retail, and waste management. The expertise of these individuals covers accounting and financial reporting, corporate management, strategic planning, business acquisitions, marketing, retail and small business operations. What follows is a brief description of the particular experience, attributes and qualifications of each member of the Company's Board of Directors that led to the conclusion that these individuals should serve as directors of the Company.

Dann H. Bowman has served as President, Chief Executive Officer and a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. He is also Chairman of the Asset-Liability and Risk Management Committee, the Loan Committee, the CRA Planning Committee, and the Executive Committee. Mr. Bowman has been a commercial banker since 1983. As an active member of the local community, he has been a member of the Kiwanis Club for 25 years and served on the Board of Trustees of San Antonio Community Hospital in Upland, California from 2008 through the end of 2013. Mr. Bowman also served on the Board of Directors of the Federal Reserve Bank of San Francisco from 2007 to 2011. He was previously an active member of the Inland Empire Chapter of the Robert Morris Associates ("RMA"), an organization dedicated to the enhancement of the banking and thrift industry through the provision of education, financial analysis and networking opportunities to its members. Mr. Bowman served on the Board of the local RMA for four years and is a past Chairman of the American Red Cross, Inland Valley Chapter. He is a graduate of California State University, San Bernardino.

Linda Cooper is a long time resident of Chino, California, and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. She also serves on the Audit/Compliance Committee (the "Audit Committee") and the CRA Planning Committee. Mrs. Cooper is the owner and President of Inland Empire Escrow, a Chino based escrow company which is the longest operating escrow company in Chino, processing all types of escrows for the Inland Empire. She has been the owner of Inland Empire Escrow since 1987. Prior to establishing Inland Empire Escrow, Mrs. Cooper was an employee with Spring Mountain Escrow and Bank of America. Her commitment to the community is shown through her dedication of time and donations to many civic organizations and causes throughout our community. Through that dedication and her ownership of a Chino based business, Mrs. Cooper is well known in the community and is a valuable member of the Board of Directors.

Michael A. Di Pietro, C.P.A. has served as a director of Chino Commercial Bank and of Chino Commercial Bancorp since 2012. He also serves on the Audit Committee, the Loan Committee and the Asset-Liability and Risk Management Committee. He is a practicing CPA with offices in Pasadena and Monrovia, and brings extensive auditing experience and professional qualifications to the Board of Directors. Mr. Di Pietro owns a successful Auditing and Financial Services firm, which also specializes in small business tax planning. His practice covers Pasadena, Monrovia and the Inland Empire. Mr. Di Pietro received two consecutive Quantum Leap awards for growth in his industry. He has considerable experience as a board member with civic organizations as well as professional associations and trade groups. Mr. Di Pietro also serves as treasurer for other non-profit organizations such as the Right to Life League of Southern California, and Nutrition and Education International (a humanitarian outreach organization operating out of Afghanistan).

H. H. Corky Kindsvater has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. Mr. Kindsvater has served as the Chairman of the Audit Committee since 2000 and also serves on the Compensation Committee, the Asset-Liability and Risk Management Committee, the Loan Committee, and the Executive Committee. He is currently retired, and previously served as Chief Executive Officer and director of Hillview Acres in Chino, a treatment program for severely abused children, from 1977 to 2004. During his 27 year tenure at Hillview Acres, Mr. Kindsvater also worked as the Chief Executive Officer of the Christian Adoption and Family Services in Los Angeles and as Vice President of Human Services Insurance in Upland, California. He is a charter member and founding President of the New Mexico Association of Homes for Children, and was an instructor of Research Design and Program Evaluation for the California Christian Institute. Mr. Kindsvater graduated from the University of New Mexico with a Bachelor's degree in Social Work, and received a Master's degree in Marriage, Child and Family Counseling and a Master's degree in Social Work from the California Christian Institute. Currently he provides training for various

children's services agencies, and he has made numerous presentations at national conferences on child welfare topics. In March, 2014, he received a Lifetime Achievement Award from the Christian Child and Family Services Association for 35 years of service to children's agencies.

Richard Malooly is a long time resident of Diamond Bar, California, a community adjacent to Chino, and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. Mr. Malooly has served on the Audit Committee and the Directors' Loan Committee since 2000. He is a real estate broker and owner of Re/Max Realty 100 and of Platinum Hills Escrow, both in Diamond Bar. Previously, Mr. Malooly served as Chief Executive Officer of Heritage Mortgage, a mortgage brokerage operation formed in 1994. He obtained a real estate broker's license in 1975 and has spent his career in real estate. Mr. Malooly opened Gallery of Homes, Malooly Realty, in 1974 and in 1984 he opened the Re/Max Realty 100 office in Diamond Bar. In 1988 he earned the Graduate Realtors Institute (GRI) designation and in 1989 he earned the Certified Residential Specialist (CRS) designation. Mr. Malooly began his real estate career in 1972 following eight years of operating the Diamond Bar Golf Course Restaurant and Banquet facility. He has served as President of the Hacienda Rowland Diamond Bar Board of Realtors, a realty board with over 1,000 members, and is a past President and board member of the Diamond Bar Chamber of Commerce. In 2005 he became President of the Tri-Counties Association of Realtors and he currently serves on its Professional Standards Committee. Mr. Malooly was bestowed an Honorary Life Member award by the Hacienda Rowland Diamond Bar Board of Realtors in 1995.

Bernard J. (Bernie) Wolfswinkel is a resident of Ontario, California. Mr. Wolfswinkel has served as Chairman of the Board of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. He is also a member of the Audit Committee, has served on the Directors' Loan Committee since 2011, and is an ex officio member of all Board Committees. Mr. Wolfswinkel brings a high degree of professionalism to the position of Chairman, and has the full support of the Board and Management. Having retired as sales manager for Western Waste Industries, he is well known and respected within the Chino and Ontario communities. Being retired, Mr. Wolfswinkel is able to devote significant amounts of time to the Company's affairs, both in the attending and chairing of meetings, as well as meeting with Management to discuss topics requiring attention. He has been active in community service activities throughout his life, including volunteering for many years with the Chino Medical Center. Mr. Wolfswinkel has been involved with the Kiwanis organization since 1967 and the Chino Kiwanis Club where he served as Secretary in 1981-82, President in 1986-87, and Lieutenant Governor of Division 15 in 1998-99. He served as chairman of the Kiwanis annual fund raiser for over 15 years and was named Kiwanian of the Year by Division 15 in 1991 and received life membership from the local club at the District and International levels. Mr. Wolfswinkel was nominated for the California Parks and Recreation Society Layman's Award in 1992. He co-chaired a major fund raising effort to establish the Chino Community Theater and has served as chairman for Salem Christian Home "Country Faire." In 1998, Mr. Wolfswinkel received the prestigious Dunlap Foundation Award, the Hixon Award and Tablet of Honor in Kiwanis International. These foundations support Kiwanis programs throughout the world.

Thomas A. Woodbury, D.O. is a resident of Rancho Cucamonga, California and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. In addition, Dr. Woodbury serves on the Audit Committee, and is Chairman of the Compensation Committee. Dr. Woodbury is a Physician and Surgeon licensed by the Osteopathic Medical Board of California. He became licensed as an osteopathic physician in 1990. He is a Family Practice Physician with a specialty in geriatric medicine. Dr. Woodbury has been associated with the Inland Physician Service since 1993 as a physician and a 50% owner. He is also a physician and 50% owner of Physician Management Services and Inland Region Medical Group. Dr. Woodbury obtained a Bachelor of Science degree from Brigham Young University in Provo, Utah and received a Doctor of Osteopathy (D.O.) degree from the College of Osteopathic Medicine of the Pacific in Pomona, California.

Jeanette L. Young is a resident of Chino Hills, California, and has been a director of Chino Commercial Bank and of Chino Commercial Bancorp since their formations in 2000 and 2006, respectively. Mrs. Young has served as the Bank's Corporate Secretary since 2003, and as Corporate Secretary of the Company since 2006. She also serves on the Audit Committee and the CRA Planning Committee. She was raised in Chino and has been a real estate agent in Chino since 1982. Mrs. Young has been a realtor with King Realty Group (formerly Windermere Real Estate KRG) in Chino Hills since October 2010, and was previously a realtor with Century 21 King in Chino. She obtained her real estate license in 1982 from the State of California, Bureau of Real Estate. As a Realtor in the

Chino Valley since 1982, Mrs. Young is well known and respected in the community and the local real estate industry. She serves on the board of the Chino Kiwanis Club as well as on the board of the Let It Be Foundation and is an active member of other volunteer organizations. In addition to her knowledge of the real estate business, Mrs. Young provides insight as to the condition of the real estate market in general, as well as additional input regarding specific areas or properties. She has been instrumental in referring a number of new customers to the Bank, and is an excellent ambassador of the Bank to the community.

Consideration of Shareholder Recommendations. In considering any additional requests from outside parties to serve as directors, including parties recommended by shareholders, the Board shall follow the same principles outlined above, and shall request of any potential nominee such information, including a completed Directors' and Officers' Questionnaire of the same type completed by each of the Company's existing directors and executive officers each year in connection with the preparation of the Company's proxy materials, as the Board deems necessary to enable it to properly evaluate such person's qualifications and to be aware of any information concerning such person which might require disclosure to shareholders pursuant to applicable rules concerning proxy statements.

A shareholder wishing to submit recommendations for director candidates for election at an annual meeting of shareholders must do so in writing by December 15th of the previous calendar year, and must include the following in the written recommendation: (i) a statement that the writer is a shareholder and is proposing a candidate for consideration; (ii) the name and contact information for the candidate; (iii) a statement of the candidate's business and educational experience; (iv) information regarding the candidate's qualifications to be a director; (v) the number of shares of the Company's stock owned either beneficially or of record by the candidate and the length of time such shares have been so owned; (vi) the written consent of the candidate to serve as a director if nominated and elected; (vii) information regarding any relationship or understanding between the proposing shareholder and the candidate; (viii) a statement that the proposed candidate has agreed to furnish to the Company all information (including the completion of a Directors' and Officers' Questionnaire as described above) as the Company deems necessary to evaluate such candidate's qualifications to serve as a director; and (ix) as to the shareholder giving the notice (a) the name and address of the shareholder and (b) the number of shares of the Company's stock which are owned beneficially or of record by the shareholder.

Nominations by Shareholders. The procedure and requirements for shareholders to nominate directors (as opposed to making recommendations as described above) are set forth in our Bylaws, which provide in pertinent part as follows:

"Nominations for election of members of the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of voting stock of the Corporation entitled to vote for the election of directors. Notice of intention to make any nominations, other than by the Board of Directors, shall be made in writing and shall be received by the President of the Corporation no more than 60 days prior to any meeting of shareholders called for the election of directors, and no more than 10 days after the date the notice of such meeting is sent to shareholders pursuant to Section 2.2(d) of these Bylaws; provided, however, that if only 10 days' notice of the meeting is given to shareholders, such notice of intention to nominate shall be received by the President of the Corporation not later than the time fixed in the notice of the meeting for the opening of the meeting. Such notification shall contain the following information to the extent known to the notifying shareholder: (A) the name and address of each proposed nominee; (B) the principal occupation of each proposed nominee; (C) the number of shares of voting stock of the Corporation owned by each proposed nominee; (D) the name and residence address of the notifying shareholder; and (E) the number of shares of voting stock of the Corporation owned by the notifying shareholder. Nominations not made in accordance herewith shall be disregarded by the chairman of the meeting, and the inspectors of election shall then disregard all votes cast for each such nominee."

Board Leadership Structure. The Company is focused on corporate governance practices, and independent Board oversight is valued as an essential component of strong corporate performance to enhance shareholder value. Our commitment to independent oversight is demonstrated by the fact that all of our directors,

except our Chief Executive Officer, are independent. In addition, all of the members of the Board's Audit Committee and Compensation Committee are independent.

The Company currently has an independent Chairman separate from the Chief Executive Officer, and it is our policy that these two positions should be kept separate except in unusual circumstances. Such circumstances have not occurred in the Company's history. The Board believes it is important to maintain flexibility in its leadership structure, but firmly supports having an independent director in a board leadership position. If for any reason it were necessary for the Chairman to also hold the office of Chief Executive Officer temporarily, the Board would appoint an independent lead director to serve in an independent leadership position during this time. Having an independent Chairman or lead director enables non-management directors to raise issues and concerns for Board consideration without immediately involving management. The Chairman provides independent leadership of the Board and also serves as a liaison between the Board and senior management. The Board has determined that the current structure, an independent Chairman, separate from the Chief Executive Officer, is the most appropriate structure at this time, while ensuring that, at all times, there will be an independent director in a Board leadership position.

Board Role in Risk Oversight. Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including credit risk, interest rate risk, liquidity risk, financial reporting risk, operational risk, strategic risk and reputational risk. Management is responsible for the day-to-day management of risks the Company faces, while the Board, as a whole and through its committees, particularly the Audit and Directors' Loan Committees, has responsibility for the oversight of risk management and consideration of the Company's entire risk profile. The Board considers the most significant risks facing the Company and the Company's general risk management strategy, to ensure that risks undertaken by the Company are consistent with the Board's objectives. In its risk oversight role, the Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The Audit Committee is responsible for overseeing the Company's financial reporting risk, oversees the entire audit function and evaluates the effectiveness of internal and external audit efforts. It receives reports from management regularly regarding the Company's assessment of risks and the adequacy and effectiveness of internal control systems. The Audit Committee reports regularly to the full Board.

The Directors' Loan Committee, of which Mr. Bowman is chairman, is responsible for monitoring and controlling risks associated with lending. The committee meets once a month, and the Chief Credit Officer presents detailed reports to the committee at each meeting (including loan concentration reports, details on nonperforming loans and foreclosed assets, etc.).

The full Board takes responsibility for ensuring that other risks are monitored and controlled, including liquidity and interest rate risk, and the Chief Financial Officer presents quarterly reports to the Board to assist with this responsibility. In addition, to accomplish the Board's overall risk management strategy, the Board works closely, and meets frequently and as necessary with senior management to discuss strategy and risks facing the Company. Senior management attends appropriate portions of the Board meetings and is available to address any questions or concerns raised by the Board on risk management and any other matters. The Chairman of the Board and other independent directors work together to provide strong, independent oversight of the Company's management and affairs directly and through its standing committees and, when necessary, special meetings of independent directors. While we believe that this division of responsibility is the most effective approach for addressing the risks facing our Company, we will continue to re-examine our Board leadership structure on a regular basis, recognizing that different structures may be appropriate in different situations faced by the Company.

COMMITTEES OF THE BOARD

Audit Committee

General. The Board of Directors has, among others, a standing Audit Committee, consisting of directors Kindsvater (Chairman), Cooper, Di Pietro, Malooly, Wolfswinkel, Woodbury, and Young, each of whom is an independent director as defined by the rules of Nasdaq. Each member of the Audit Committee also meets the

independence criteria prescribed by applicable law and the rules of the SEC for Audit Committee membership. The purpose of the Audit Committee, which met four times during 2015, is to review the reports of the outside auditors of the Company in order to fulfill the legal and technical requirements necessary to protect the directors, shareholders, employees and depositors of the Company. In addition, it is the responsibility of the Audit Committee to select the Company's independent auditors and to make certain that the independent auditors have the necessary freedom and independence to freely examine all Company records. The Audit Committee also reviews the scope of independent and internal audits and assesses the results. Each February, the Audit Committee reviews the results of the independent auditors' audit before the earnings report is released publicly. The Audit Committee periodically reviews the Company's accounting and financial operations, including the adequacy of the Company's financial and accounting personnel, and is responsible for pre-approving all audit and permissible non-audit services to be performed by the independent auditors, with certain de minimis exceptions. The Audit Committee also has ultimate responsibility for determining matters of interpretation with respect to the audit and accounting related portions of our Code of Ethics, and for making all final decisions concerning any disciplinary actions relating to those portions of the Code.

Audit Committee Charter. The Board of Directors has adopted an Audit Committee charter, which outlines the purpose of the Audit Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, "www.chinocommercialbank.com" under the topic "Investor Relations."

Nominating Committee

The Board does not have a standing Nominating Committee, as the Board of Directors is composed almost entirely of independent directors, and is sufficiently small as to make action by committee unnecessary for purposes of managing nominations. It is the policy of the Board of Directors that all members of the Board of Directors participate in the nomination of directors, in order that the broadest viewpoints and perspectives may be brought into the evaluation of sitting directors, the decision whether to invite new directors, and the evaluation of potential candidates for nomination as director. The specific procedures and criteria which the Board follows and considers in making its decisions concerning nominations for directors are described above under "CORPORATE GOVERNANCE – Director Nomination Procedures, Qualifications and Related Matters."

Compensation Committee

General. The Board has a Compensation Committee, of which directors Woodbury (Chairman), Malooly and Wolfswinkel are members. All of the members of the Compensation Committee are "independent" under the Nasdaq rules. The primary functions of the Compensation Committee, which met once during 2015, are to (i) oversee and make recommendations to the Board of Directors concerning the compensation of the Chief Executive Officer; (ii) consider and make recommendations to the Board of Directors concerning compensation for non-employee directors, as well any incentive compensation plans and equity-based plans in which directors and Chief Executive Officer may participate; (iii) evaluate the performance of our Chief Executive Officer in light of our goals and objectives, and make recommendations to the Board of Directors concerning the Chief Executive Officer's compensation levels based on this evaluation, consistent with the terms of such employment agreement as may approved by the Board of Directors and be in effect from time to time; (iv) annually review and make recommendations to the Board concerning the compensation arrangements for the Chief Executive Officer; and (v) review and make recommendations to the Board concerning any employment agreements, salary continuation agreements or other contractual arrangements with any officers. The Committee also has ultimate responsibility for determining matters of interpretation with respect to the non-audit or accounting related portions of our Code of Ethics and for making all final decisions concerning any disciplinary actions relating to those portions of the Code; and reviews compensation for all officers and staff on an annual basis.

Compensation Committee Charter. The Board of Directors has adopted a Compensation Committee charter, which outlines the purpose of the Compensation Committee, delineates the membership requirements, and addresses the key responsibilities of the Committee. The charter may be found on our web site, "www.chinocommercialbank.com" under the topic "Investor Relations."

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Summary Executive Compensation Information

The following table sets forth certain summary compensation information with respect to the Company's Chief Executive Officer and its only other executive officer whose total compensation for the fiscal year ended December 31, 2015 exceeded \$100,000 (the "Named Executive Officers"):

Summary Executive Compensation

Name and Principal Position	Year	Salary ¹	Bonus	Non-Equity Incentive Plan Compensation ²	All Other Compensation ³	Total
Dann H. Bowman President and Chief Executive Officer	2015	\$168,000	–	\$74,596	\$31,768	\$274,364
	2014	168,000	–	65,695	30,568	264,053
Roger Caberto Senior Vice President and Chief Credit Officer	2015	118,000	\$6,500	–	12,135	136,635
	2014	118,000	6,000	–	18,371	142,371

Employment Agreement

The Company entered into an Employment Agreement (the "Agreement") with Dann H. Bowman for a term of three years commencing July 1, 2015, to replace his previous employment agreement which expired on that date. The terms of the new employment agreement are substantially similar to those of the previous contract, and specify an annual base salary of \$176,000 for the first year, \$185,000 for the second year and \$194,400 for the third year of the term. However, Mr. Bowman has voluntarily elected since the inception of that agreement to continue to receive his then existing salary of \$168,000 per year despite the increase reflected in the Agreement, and this lower amount is still currently in effect. Under the Agreement, Mr. Bowman is also entitled to an incentive bonus equal to 5% of the Company's after-tax profits, discretionary bonuses, use of a company automobile, expense reimbursement, and customary medical insurance coverage. In the event Mr. Bowman's employment is terminated without cause, the Agreement provides for a lump sum payment equal to the lesser of eighteen months' severance pay or the balance due under the Agreement, but in no event less than six months' salary; plus continuation of insurance benefits for up to 90 days following termination; and if such termination occurs within 60 days of the end of a fiscal year, the Board must consider payment of a pro rata bonus. If Mr. Bowman is terminated or constructively terminated in connection with or following a merger or defined change in control, the Agreement provides for the same benefits as in the case of actual termination without cause described above.

¹ Salary figures include amounts deferred pursuant to the Company's 401(k) Plan (the "401(k) Plan"). The 401(k) Plan permits participants to contribute a portion of their annual compensation on a pre-tax basis (subject to a statutory maximum), which contributions vest immediately when made. The Company's policy, for employees with more than 1,040 hours of service per year, is to match 100% of employee contributions which do not exceed 3% of such employee's annual compensation, and 50% of employee contributions which exceed 3% but do not exceed 5% of such employee's annual compensation, which contributions also vest immediately when made. Participants have discretion to invest their 401(k) account funds in a variety of investment alternatives, including shares of the Company's common stock.

² The non-equity incentive plan compensation for Mr. Bowman was based on the formula in his employment agreement (see "Employment Agreement").

³ Consists of employer contributions to these individuals' accounts pursuant to the 401(k) Plan; salary continuation agreement accruals (which include split dollar benefit accruals) expensed by the Company for Messrs. Bowman and Caberto (see "Salary Continuation Agreements"); and an automobile allowance or the taxable benefit value of the use of a Company-owned automobile for Mr. Bowman. Salary continuation agreement accruals for Messrs. Bowman and Caberto were \$22,164 and \$7,155 for Messrs. Bowman and Caberto, respectively for 2015; and \$20,149 and \$13,651, respectively for 2014. Mr. Caberto reached his retirement age in November 2010 and began receiving payments under his salary continuation agreement in April 2011 (retroactive to November 2010), which payments totaled \$32,000 in both 2014 and 2013. No amount is shown in the table for such payments in order to avoid double-entering benefits under this agreement. All amounts paid were previously accrued for and the accruals have been reflected in the Company's summary compensation tables for the appropriate years. All other amounts described herein were less than \$10,000 per individual per year.

Salary Continuation Agreements

The Company entered into a salary continuation agreement with Mr. Bowman in 2004 which provides an annual benefit of \$44,000 per year for ten years commencing at age 65, provided he remains employed by the Company until that time. The agreement was amended effective December 31, 2008 to comply with the provisions of Section 409A of the Internal Revenue Code. In the event of death prior to retirement while still employed by the Company, his beneficiary will receive a lump sum death benefit in the amount of approximately \$318,000; and (ii) in the event of a merger or change in control as defined in the agreement, if Mr. Bowman is actually or constructively terminated in connection with or within one year following such event, he will be fully vested in his retirement benefits. However, the amount of any benefits to be paid under Mr. Bowman's salary continuation agreement in the event of a merger or other change in control would be limited to the amounts allowed as deductible payments pursuant to Section 280G of the Internal Revenue Code. All benefits would cease in the event of termination for cause, and if Mr. Bowman's employment were to end due to disability, voluntary termination or termination without cause, he would receive an annual retirement benefit based on the percentage of total retirement benefits which had vested under his agreement as of the termination date. Such benefits became fully vested in 2013 in the case of disability or termination without cause; and vest at the rate of 0% for the first five years, and 14% per year beginning in February 2010 in the case of voluntary termination. In addition, in accordance with a split dollar agreement entered into simultaneously with the salary continuation agreement, in the event of death after retirement, Mr. Bowman's beneficiary would still receive the full lump sum death benefit in addition to all retirement benefits paid at the time of death, except that if the amounts being paid under the salary continuation agreement represented only a portion of the total benefits due thereunder because the benefits were not fully vested, then the amount of the death benefit would be proportionally adjusted to reflect the same percentage as the proportion of salary continuation payments being made at the time of death.

The Company also entered into a salary continuation agreement and split dollar agreement with Roger Caberto in 2004, containing the same material terms as Mr. Bowman's salary continuation agreement, except that (i) the amount of the annual benefits for Mr. Caberto is \$32,000; and (ii) the amount of the lump sum death benefit (subject to adjustment as described above) will be approximately \$231,000. Mr. Caberto was fully vested in October 2010 due to reaching his retirement age, and began receiving benefits under his agreement in April 2011 (retroactive to November 1, 2010) even though still employed. Mr. Caberto's agreement was also amended effective December 31, 2008 to comply with the provisions of Section 409A of the Internal Revenue Code.

The Company accrues monthly for the post-retirement benefit obligations under the salary continuation agreements in a systematic and orderly way using an appropriate discount rate. The Company also purchased single premium life insurance policies when the salary continuation agreements were originally established, in part to provide tax advantaged income to offset the annual cost of the accruals. These policies name the Bank as beneficiary, and the proceeds or cash surrender value of the policies will ultimately reimburse the Company for its original investments in the policies, as well as for payments made under the salary continuation agreements. The amounts expensed for the Named Executive Officers for the salary continuation agreements in 2015 and 2014, which are set forth in the Summary Compensation Table in "Summary Executive Compensation Information" above, were more than offset by income from the Company-owned life insurance policies.

Compensation of Directors

In 2015, non-employee directors received \$900 per month, and the Chairman, Vice Chairman and Secretary of the Board received \$1,250, \$1,150 and \$1,000 per month, respectively, for their service on the Board of Directors. In addition, all non-employee directors receive \$120 per Board meeting attended, plus \$120 per meeting for attendance at each meeting of a Board committee of which they are a member.

The table below summarizes the compensation paid by the Company to non-employee directors for the year ended December 31, 2014. Compensation paid to Mr. Bowman, who is also a Named Executive Officer, is set forth above in the various sections concerning compensation paid to Named Executive Officers.

Summary Director Compensation

<u>Name</u>	<u>Total¹</u>
Linda M. Cooper	\$12,360
Michael A. Di Pietro	14,520
H. H. Corky Kindsvater	17,880
Richard G. Malooly	14,280
Bernard J. Wolfswinkel	19,800
Thomas A Woodbury, M.D.	12,600
Jeanette L. Young	13,680

RELATED PARTY TRANSACTIONS

Certain of the Company's executive officers and directors and the companies with which they are associated have been customers of, and have had banking transactions with Chino Commercial Bank, N.A. (the "Bank") in the ordinary course of the Bank's business since January 1, 2015 and the Bank expects to continue to have such banking transactions in the future. All loans and commitments to lend included in such transactions were made in the ordinary course of business and were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with other persons not related to the Bank, and in the opinion of the Board of Directors, did not involve more than the normal risk of repayment or present any other unfavorable features.

PROPOSAL 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

General

The Audit Committee has appointed Vavrinek, Trine, Day & Co., LLP ("Vavrinek") as the independent auditor for the Company for the fiscal year ending December 31, 2016. Vavrinek audited the Company's financial statements for the year ended December 31, 2015, and replaced Hutchinson and Bloodgood LLP ("Hutchinson"), which audited the Company's financial statements for the year ended December 31, 2014 (See " – Changes in and Disagreements with Accountants on Accounting and Financial Disclosure" below.) Representatives of Vavrinek are expected to be present at the Meeting. All professional services rendered by Vavrinek concerning the fiscal year ended December 31, 2015 were furnished at customary rates and terms. Although not required to do so, the Board of Directors has chosen to submit this proposal to the vote of the shareholders in order to ratify the Audit Committee's appointment of Vavrinek. It is the intention of the persons named in the Proxy to vote such Proxy "FOR" the ratification of this appointment. If the Company's shareholders do not ratify the selection, the Audit Committee will reconsider whether to retain Vavrinek, but may still retain them. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

Fees

The aggregate fees billed by Vavrinek, the Company's independent auditor for the fiscal year ended December 31, 2015; and Hutchinson, the Company's independent auditor for the fiscal year ended December 31, 2014, were as follows:

¹ Consists entirely of fees earned or paid in cash.

	<u>2015</u>	<u>2014</u>
Audit fees.....	\$49,690	\$52,500
Tax fees.....	8,800	6,300
All other fees	<u>—</u>	<u>2,353¹</u>
Total.....	\$58,490	\$61,153

The services included under “All other fees” were not formally pre-approved by the Audit Committee; however, the Audit Committee members were notified before the services were performed and formal approval was obtained after the fact. The Audit Committee has concluded that the provision of these non-audit services listed above was compatible with maintaining Hutchinson’s independence.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

At a meeting on March 26, 2015, the Audit Committee dismissed Hutchinson as the Company’s principal independent auditors. At the same meeting, the Audit Committee selected the accounting firm of Vavrinek, Trine, Day & Co., LLP as the independent auditors for the Company’s 2015 fiscal year.

Hutchinson audited the Company’s consolidated financial statements for the fiscal years ended December 31, 2014 and 2013. Hutchinson’s report on the Company’s financial statements for the last two fiscal years did not contain an adverse opinion or disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles.

During the subsequent interim period from January 1, 2015 through March 26, 2015 and for the fiscal years ended December 31, 2014 and 2013, there were no disagreements between Hutchinson and the Company on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Hutchinson, would have caused it to make reference to the subject matter of the disagreements in connection with its reports.

Board of Directors’ Recommendation and Required Vote

The proposal will be ratified if the votes cast favoring the appointment exceed the votes cast opposing it.

Your Board of Directors unanimously recommends a vote “FOR” Proposal 2.

PROPOSALS OF SHAREHOLDERS

Under certain circumstances, shareholders are entitled to present proposals at shareholder meetings. Any such proposal concerning the Company’s 2017 Annual Meeting of Shareholders must be submitted by a shareholder prior to December 28, 2016 in order to qualify for inclusion in the proxy statement relating to such meeting. The submission by a shareholder of a proposal does not guarantee that it will be included in the proxy statement. Shareholder proposals are subject to certain regulations and requirements under the federal securities laws.

The persons named as proxies for the 2017 Annual Meeting of Shareholders will have discretionary authority to vote on any shareholder proposal which is not included in the Company’s proxy materials for the meeting, unless the Company receives notice of the proposal by March 10, 2017. If proper notice is received by that date, the proxy holders will not have discretionary voting authority except as provided in federal regulations governing shareholder proposals.

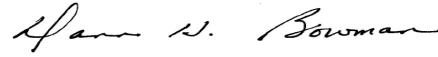
¹ Consists entirely of services relating to intercompany tax settlements.

OTHER MATTERS

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

DATED: April 27, 2016

CHINO COMMERCIAL BANCORP



Dann H. Bowman
President and Chief Executive Officer

