



## CBB BANCORP, INC.

3435 Wilshire Boulevard, Suite 700  
Los Angeles, California 90010

### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To be Held on Thursday, September 30, 2021

#### TO OUR STOCKHOLDERS:

We are pleased to announce that, pursuant to our bylaws and the call of our board of directors, the Annual Meeting of the Stockholders (the “Annual Meeting”) of CBB Bancorp, Inc. (the “Company”) will be held on **Thursday, September 30, 2021 at 9:30 a.m., Pacific Time**, at the Company’s main office located at 3435 Wilshire Boulevard, Suite 700, Los Angeles, California 90010. At the Annual Meeting, we will ask you to vote on the following proposals:

1. **Election of Directors.** To elect the following six persons to the board of directors to serve until the next Annual Meeting of stockholders and until their successors are elected and have been qualified:  

Wonsook A. Chong	Martin Feuer
Alvin D. Kang	Joanne Kim
Soon Han Pak	Choong Y. (Chuck) Yea
2. **Ratification of Appointment of Independent Auditors.** To ratify the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021.
3. **Other Business.** To transact such other business as may properly be presented at the Annual Meeting or at any postponements or adjournments thereof.

The matters to be considered at the Annual Meeting are more fully described in the accompanying Proxy Statement, which we urge you to read carefully. Our board of directors believes that the proposal to elect six persons to serve on the board of directors of the Company, and the proposal to ratify the appointment of Crowe LLP as independent registered public accounting firm are each in the best interests of the Company’s stockholders. Accordingly, the board of directors of the Company unanimously recommends a vote of “FOR” on Proposal 1 and Proposal 2.

We cordially invite all stockholders to attend the Annual Meeting in person. Only stockholders of record as of the close of business on August 02, 2021 (the “Record Date”), however, are entitled to notice of, and to vote at the Annual Meeting or at any postponement or adjournment thereof.

**Your vote is important.** Whether or not you expect to attend the Annual Meeting in person, we urge you to sign, date and return the enclosed Proxy Card in the postage paid envelop provided, or submit your proxy via the Internet or by telephone, at your earliest convenience. This will ensure the presence of a quorum for voting at the Annual Meeting and that your shares are voted in accordance with your wishes.

For your convenience, we have enclosed a self-addressed, stamped envelope for the return of your proxy card. Your prompt response will help reduce proxy costs, which are paid for by the Company.

Sending in your proxy card will not prevent you from voting your stock at the Annual Meeting if you desire to do so, as your proxy is revocable at your option. You may revoke your proxy at any time before it is voted at the Annual Meeting in the manner described in the section of the Proxy Statement titled "*How may I vote*" beginning on page 2 of the Proxy Statement.

If you return a signed proxy card without indicating a vote on the proposals, the proxy holders will vote your shares consistent with the recommendation of our board of directors as stated in this Proxy Statement: in favor of our nominees for election as directors and in favor of ratification of the appointment of Crowe LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2021. If any other matters are properly presented at the Annual Meeting for consideration, our officers named on your proxy will have discretion to vote your shares on those matters in accordance with their best judgement. As of the date hereof, we knew of no other matters to be presented at the Annual Meeting.

We appreciate your continuing support and look forward to seeing you at the Annual Meeting.

By Order of the Board of Directors



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Joanne Kim  
President and Chief Executive Officer  
CBB Bancorp, Inc.

DATED: August 09, 2021  
Los Angeles, California

# **CBB BANCORP, INC.**

**3435 Wilshire Boulevard, Suite 700**

**Los Angeles, California 90010**

**(323) 988-3000**

## **PROXY STATEMENT FOR THE ANNUAL MEETING OF THE STOCKHOLDERS OF CBB BANCORP, INC.**

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This Proxy Statement is being furnished to holders of CBB Bancorp, Inc. (the “Company”) common stock in connection with the solicitation of proxies by the Company’s board of directors to be used at the Annual Meeting of the stockholders of the Company which will be held on Thursday, September 30, 2021 at 9:30 a.m., Pacific Time at the main office of the Company, located at 3435 Wilshire Boulevard, Suite 700, Los Angeles, California 90010.

We encourage you to attend the Annual Meeting, and execution of a proxy will not affect your right to attend the Annual Meeting and to vote in person. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the Annual Meeting so that we can transact business, we urge you to complete, sign and return the enclosed proxy card as promptly as possible in the enclosed, self-addressed, stamped envelope or to submit your proxy via the internet or by telephone as described below. Your prompt response will help reduce proxy solicitation costs, which are paid for by the Company.

In addition to soliciting proxies through the mail, proxies may be solicited by our directors, officers and employees in person or by telephone or other means of communication. Directors, officers and employees will not receive additional compensation for their efforts during this solicitation but may be reimbursed for out-of-pocket expenses incurred in connection with the solicitation.

We request that brokers, custodians, nominees and other record holders of Company Common Stock forward copies of the proxy and solicitation materials to beneficial owners for whom they hold shares.

The Company was formed for the purpose of becoming the holding company for Commonwealth Business Bank in a transaction that was approved by Commonwealth Business Bank’s stockholders and completed in 2017. When we refer in this document to the “Bank”, we are referring to Commonwealth Business Bank, unless the context indicates otherwise. When we refer in this document to “we”, “our” or “us”, we are referring to the Company, the Bank or both together, as the context may require. Historical information regarding periods of service, compensation and other matters herein include such information with respect to the Bank prior to the holding company formation transaction.

**The date of this Proxy Statement is August 02, 2021**

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## SUMMARY

*This summary highlights selected information from this Proxy Statement and may not contain all of the information that is important to you.*

### **When and where will the Annual Meeting be held?**

The Annual Meeting will be held on Thursday, September 30, 2021 at 9:30 a.m., Pacific Time, at the main office of the Company, located at 3435 Wilshire Boulevard, Suite 700, Los Angeles, California 90010.

### **What will I be voting on?**

At the Annual Meeting, you will be asked to vote on the following proposals:

1. Election of Directors. To elect the following six persons to the board of directors to serve until the next Annual Meeting of stockholders and until their successors are elected and have been qualified:  

Wonsook A. Chong	Martin Feuer
Alvin D. Kang	Joanne Kim
Soon Han Pak	Choong Y. (Chuck) Yea
2. Ratification of Appointment of Independent Auditor. To ratify the appointment of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.
3. Other Business. To transact such other business as may properly be presented at the Annual Meeting and at any postponements or adjournments thereof.

### **How many votes do I have?**

You will have one vote for each share of Company Common Stock you owned at the close of business on August 02, 2021, which is the record date for the Annual Meeting (the "Record Date").

### **How many votes can be cast by all stockholders?**

As of August 02, 2021, 10,279,962 shares of common stock, par value \$0.001 per share, of the Company ("Company Common Stock"), were issued and outstanding.

### **How many votes must be present to hold the Annual Meeting?**

A majority of the shares of Company Common Stock entitled to vote at the Annual Meeting, represented in person or by proxy, which is 5,139,982 shares, must be present to conduct business at the Annual Meeting. Abstentions, withheld votes and shares held of record by a bank, broker or other nominee that are voted on any matter (broker shares) are included in determining the number of votes present and for determining whether a quorum exists. Shares held by brokers that are not voted on any matter will not be included in determining whether a quorum exists. A "broker non-vote" occurs when you hold your shares in street name and your bank, broker or other nominee cannot vote your shares on a proposal because you have not provided such bank, broker or other nominee with instructions as to how your shares should be voted.

## **How many votes are required to approve the proposals?**

The voting requirements described below assume that quorum is present at the Annual Meeting.

- Proposal 1 – Election of Directors. A plurality of the votes cast, in person or by proxy, at the meeting is necessary to elect the six nominees to the board of directors. This means that the six directors receiving the most votes will be elected to our board of directors.
- Proposal 2 – Ratification of Appointment of Independent Auditors. Ratification of appointment of Crowe LLP as the Company’s independent registered public accounting firm for the fiscal year ending of December 31, 2021 requires approval of a majority of the votes cast, in person or by proxy.

Abstentions and broker non-votes that are counted as present for determining the presence of a quorum, will not be counted as a vote “FOR” or “AGAINST” Proposal 1 or Proposal 2.

We know of no other matters that will be presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting, or any postponement or adjournment thereof, the proxy holders named in the proxies solicited hereby will have discretion to vote on those matters in accordance with their best judgment.

**The board of directors of the Company unanimously recommends a vote “FOR” Proposal 1 and Proposal 2.**

## **How may I vote?**

You may vote by attending the Annual Meeting and voting in person or by submitting a proxy via the internet, by telephone, or by mail, as described below.

The proxy accompanying this Proxy Statement is solicited on behalf of our board of directors for use at the Annual Meeting. We encourage you to attend the Annual Meeting, and execution of a proxy will not affect your right to attend the Annual Meeting and to vote in person. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the Annual Meeting so that we can transact business, we urge you to complete, sign and return the enclosed proxy card as promptly as possible in the enclosed, self-addressed, stamped envelope or to submit your proxy via the internet or by telephone as described below. Your prompt response will help reduce proxy solicitation costs, which are paid for by the Company.

*Via the Internet.* You may vote by submitting your proxy via the Internet. Instructions for Internet voting are included in the accompanying proxy card. The Internet procedures are designed to authenticate a stockholder’s identity to allow stockholders to vote their shares and confirm that their instructions have been properly recorded. Internet voting facilities for stockholders of record are available 24 hours a day and will close at 1:00 a.m., Pacific Time on September 30, 2021.

*By Telephone.* You may vote by submitting your proxy by telephone. The instructions for telephone voting are included in the accompanying proxy card.

*By Mail.* You may vote by mail, by completing, signing, dating your proxy card, and mailing it in the pre-addressed envelope that accompanies this proxy statement. Proxy cards submitted by mail must be received by the time of the Annual Meeting for your shares to be voted.

If you return a signed proxy card without indicating a vote on the proposals, the proxy holders will vote your shares of Company Common Stock “FOR” each of our nominees for election as directors and “FOR” ratification of appointment of Crowe LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. If any other matters are properly presented at the Annual meeting for consideration by stockholders, our officers named as proxy holders in the proxies solicited hereby will have discretion to vote for you on those matters in accordance with their best judgement. As of the date hereof, we know of no other matters that will be presented at the Annual Meeting.

*At the Annual Meeting.* Shares of Company Common Stock held in your name as the stockholder of record may be voted by you in person at the Annual Meeting. Shares of Company Common Stock held beneficially in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting.

**Can I change my vote after I have submitted my signed proxy?**

Yes. Even if you submit a proxy via the Internet, by telephone, or by mail, you retain the power to revoke your proxy. You can revoke your proxy at any time before it is voted at the Annual Meeting by giving written notice to the Secretary of the Company specifying such revocation, by executing and submitting a proxy bearing a later date, or by attending the Annual Meeting and voting in person.

All shares of Company Common Stock represented by a properly executed proxy received in time for the Annual Meeting and not revoked will be voted by the proxy holders whose names are set forth in the accompanying proxy card in accordance with the instructions given by stockholders on the proxy card.

**What is the difference between holding shares as a stockholder of record and being a beneficial owner?**

Many stockholders hold their shares through a broker, bank, or other nominee rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

*Stockholder of Record.* If your shares are registered directly in your name with the Company’s transfer agent, Computershare, you are considered the stockholder of record with respect to those shares and these proxy materials are being sent directly to you by Computershare. As the stockholder of record of shares of Company Common Stock, you have the right to grant your voting proxy directly to us or to vote in person at the Annual Meeting.

*Beneficial Owner.* If your shares are held in a brokerage account, by a bank, or other nominee, you are considered the beneficial owner of shares held in “street name,” and these proxy materials are being forwarded to you by your broker, bank, or other nominee who is considered the stockholder of record with respect to those shares. Your broker, bank, or other nominee will, in most cases, have enclosed a voting instruction card for you to use in directing the broker, bank, or other nominee regarding how to vote your shares. As the beneficial owner of shares of Company Common Stock, you have the right to direct your broker, bank, or other nominee on how to vote your shares and are also invited to attend the Annual Meeting. However, because you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you request, complete, and deliver a proxy from your broker, bank, or other nominee.

**What happens if the Annual Meeting is postponed or adjourned?**

Your proxy will still be valid and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until the postponed or adjourned meeting is called to order.

**What do I need to do now?**

After you have carefully read this Proxy Statement, please complete and return your proxy via the internet, by telephone, or by mailing the proxy card as indicated in this Proxy Statement as soon as possible so that your shares will be represented and voted at the Annual Meeting. The board of directors of the Company unanimously recommends that you vote “FOR” Proposal 1 and Proposal 2.

*[remainder of page intentionally left blank]*



## **PROPOSAL 1**

### **ELECTION OF DIRECTORS**

#### **Executive Summary**

The bylaws of the Company provide that the number of directors shall not be less than six nor more than eleven until changed by an amendment to the bylaws with the exact number of directors being fixed from time to time within this range, by a resolution duly adopted by the Company's stockholders or board of directors. The authorized number of directors was last fixed at six by resolution adopted by the stockholders.

Our board has nominated six persons for election to serve as the Company's directors until the next annual meeting of stockholders and until their successors are elected and have been qualified. Each nominee has indicated his or her willingness to serve if elected. Additional nominations may only be made by complying with the notice provisions set forth in the bylaws of the Company.

It is the Company's policy to encourage its director nominees to attend annual meetings of stockholders, and all of the director nominees are expected to attend our Annual Meeting. All director nominees who were elected by the stockholders of CBB Bancorp, Inc. attended our 2020 annual meeting of stockholders.

We believe that each nominee has skills, experience and personal qualities which we seek in our directors and that the combination of these nominees creates effective, engaged and well-functioning board that serves the Company and our stockholders well.

#### **Director Nominees and Experience**

The following is a brief description of our current directors, each of whom has been nominated by the board of directors to stand for election as a director at the Annual Meeting. Each of the directors has served in various senior roles in a variety of industries and the Company has determined that based on their respective business, finance and other backgrounds, they have the requisite knowledge and skills to serve as directors of the Company.

There are no arrangements or understandings by which any of the directors or nominees for election as directors of the Company were selected. The Company knows of no arrangements, including any pledge by any person of the Company's securities, the operation of which may, at a subsequent date, result in a change in control of the Company.

<b>Name and Position</b>	<b>Age</b>	<b>Business Experience During Past Five Years</b>	<b>Year First Elected or Appointed Director</b>
<b>Soon Han Pak,</b> Chair of the Board and Nominee	70	President of Bonita Fabric, Inc. (textile company) (12/1981–present)	2005
<b>Wonsook A. Chong,</b> Director and Nominee	61	President of W&W Concept, Inc. (clothing manufacturer) (10/1996–present); President of CJ Alameda LLC (real estate holding company) (03/2012–present)	2005
<b>Choong Y. (Chuck) Yea,</b> Director and Nominee	70	President of Tiger Communication, Inc. (consulting telecommunications network and installation intercoms) (01/2007–present)	2005
<b>Alvin D. Kang,</b> Director and Nominee	76	President of BBCN Bancorp, Inc., and BBCN Bank (12/2011–01/2013); President and CEO of Nara Bancorp, Inc. and Nara Bank (01/2010 –11/2011); Executive Vice President and Chief Financial Officer of Nara Bancorp, Inc., and Nara Bank (07/2005–01/2010)	2013
<b>Martin Feuer,<sup>1</sup></b> Director and Nominee	71	Principal of Compliance Advisory Services, (11/2016–present); Managing Director of MUFG Union Bank (02/2015-10/2016); Senior Manager of Deloitte & Touché (05/2012-01/2015)	2021
<b>Joanne Kim,</b> Director and Nominee, President and Chief Executive Officer	67	President and Chief Executive Officer of Commonwealth Business Bank and CBB Bancorp, Inc. (04/2011–present); President and Chief Executive Officer, Wilshire State Bank (01/2008–02/2011)	2011

<sup>1</sup> Martin Feuer was appointed to the Board of Directors effective July 08, 2021.

The nominees have indicated a willingness to serve, if elected, but if any nominee should be unable or unwilling to serve, proxies may be voted for a substitute nominee designated by the board of directors.

## Committees of the Board

Our Company's board of directors has four standing committees: The Audit Committee, Asset/Liability Management and Investment Committee ("ALCO"), Directors' Loan Committee ("DLC"), and Compensation Committee.

During 2020, there were twelve regular meetings of the boards of directors of the Bank and the Company. Each person other than Martin Feuer who is a nominee and was a director of the Company at the relevant time attended during 2020, at least 75% of the aggregate of: (i) the total number of such board of directors' meetings, and (ii) the total number of meetings held by all committees of the board of directors on which he or she served during such period. Martin Feuer was appointed to the Board of Directors effective July 08, 2021

The *Audit Committee* consists of outside directors, Martin Feuer (Chair), Wonsook A. Chong, Alvin D. Kang, Soon Han Pak, and Choong Y. (Chuck) Yea. The purpose of the Audit Committee, among other things, is to oversee the Company's internal controls and financial information, to review and recommend to the board of directors the appointment of the independent auditor and to review the results of independent audits. The Audit Committee held twelve regular meetings and four special meetings during 2020.

The *Asset/Liability Management and Investment Committee ("ALCO")* consists of outside directors, Choong Y. (Chuck) Yea (Chair), Martin Feuer, Wonsook A. Chong, Alvin D. Kang, Soon Han Pak, and the President & CEO of the Company, Joanne Kim. The purpose of the Asset/Liability Committee, among other things, is to oversee the implementation of an effective process for managing the Company's interest rate, liquidity, and similar market risks relating to the Company's balance sheet and associated activities, including the adoption from time to time of policies, risk limits and capital levels. The ALCO held four regular meetings during and one special meeting during 2020.

The *Directors' Loan Committee ("DLC")* consists of outside directors, Alvin D. Kang (Chair), Wonsook A. Chong, Martin Feuer, Soon Han Pak, Choong Y. (Chuck) Yea, and the President & CEO of the Company, Joanne Kim. The purpose of the DLC, among other things, is to oversee the credit and lending strategies and objectives of the Company, including (i) oversee the credit risk management of the Company, including reviewing internal credit policies and establishing portfolio limits; (ii) review the quality and performance of the Company's credit portfolio; and (iii) approve loans. The DLC held forty-one meetings during 2020.

The *Compensation Committee* is composed of outside directors, Soon Han Pak (Chair), Wonsook A. Chong, Alvin D. Kang, and Choong Y. (Chuck) Yea. The Compensation Committee oversees, among other things, the appointment of key personnel, employment contracts, the employee incentive program, the stock option plan, capital expenditures, and the marketing budget and plan, makes recommendations with respect to compensation and promotions of employees and makes recommendations with respect to nominations to our board of directors. The Compensation Committee held twelve regular meetings and thirteen special meetings during 2020.

The board of directors does not have a nominating committee as the roles of the nominating committee are subsumed within the responsibilities of our Compensation Committee. The procedures for nominating directors, other than by the board of directors itself, are set forth in the Company's bylaws and in the Notice of Annual Meeting of Stockholders.

## **Vote Required for Election of Directors**

A plurality of the votes cast, in person or by proxy, is necessary to elect the six nominees to the board of directors. This means that the six directors receiving the most votes will be elected to our board of directors.

**Our board of directors unanimously recommends that you vote “FOR” the proposal to elect the six nominees listed above to our board of directors.**

*[remainder of page intentionally left blank]*

## PROPOSAL 2

### RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Audit Committee reports to the board of directors and is responsible for overseeing and monitoring the Company's financial accounting and reporting process, the system of internal controls established by management, the audit process and the process for monitoring compliance with laws and regulations.

The Audit Committee of the board of directors has selected Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021. Crowe LLP has served as the independent registered public accounting firm for the Company since 2008. The Company anticipates that a representative of Crowe LLP will be present at the Annual Meeting and will be available to respond to your appropriate questions and make such statements as the representative may desire. All services rendered by Crowe LLP were approved by the Audit Committee, which reviewed the scope of services to be rendered and considered the possible effect of each such service on the independence of Crowe LLP.

Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of Crowe LLP as the Company's independent registered public accounting firm. However, we are submitting the selection of Crowe LLP to the stockholders for ratification to obtain our stockholders' views. If the stockholders do not ratify the appointment of Crowe LLP as our independent registered public accounting firm, the Audit Committee and the board of directors will consider whether or not the appointment should be rescinded, but will not be obligated to do so. Even if the appointment of Crowe LLP 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 change would be in the best interests of the Company and our stockholders.

#### Audit fees

Aggregate fees billed by Crowe LLP for professional services rendered for the audit of the Company's annual financial statements in accordance with the standard of the Public Company Accounting Oversight Board for the fiscal years ended December 31, 2020 and 2019 were:

	<u>2020</u>	<u>2019</u>
Audit fees	\$275,000	\$245,000
Non-audit fees	-	-
Total fees	<u>\$275,000</u>	<u>\$245,000</u>

The audit fees include only fees for services that are customary under generally accepted auditing standards and are the aggregate fees that we incurred for professional services rendered for the audit of our annual consolidated financial statements for fiscal year 2020 and 2019.

**Vote required to ratify the appointment of independent auditors**

The affirmative vote of the holders of a majority of the shares voted on this proposal by stockholders entitled to vote thereon is required to ratify the appointment of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.

**Our board of directors unanimously recommends that you vote "FOR" the ratification of the selection of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.**

*[remainder of page intentionally left blank]*

## SECURITY OWNERSHIP

The following tables set forth information regarding the beneficial ownership of Company Common Stock by:

- each of the executive officers of the Bank and the Company;
- each of the directors of the Bank and the Company;
- all directors and executive officers of the Bank and the Company, as a group.
- each stockholder known to the Company to be a beneficial owner of 5% or more of the outstanding Company Common Stock;

For purposes of the following tables, beneficial ownership includes voting or investment power with respect to stock that is sole or shared. Except as indicated in the footnotes to the table, the percentage beneficial ownership for the following table is based upon the 10,279,962 shares of Company Common Stock outstanding as of August 02, 2021.

To our knowledge, unless indicated in the footnotes to this table and pursuant to applicable community property laws, each person named in the table has sole voting and investment power with respect to all shares of the Company Common Stock attributed to him or her. The ownership amounts shown are derived from the stock register of the Company maintained by its transfer agent, Computershare.

### Beneficial Ownership of Directors and Executive Officers

The following table presents information concerning the beneficial ownership of our common stock as of the Record Date for the Annual Meeting for (i) each of our directors, (ii) each of our executive officers, and (iii) all directors and executive officers as a group.

Name, Position Held and Address <sup>1</sup>	Number of Shares of Company Common Stock Beneficially Owned <sup>2</sup>	Number of Shares Subject to Vested Options Exercisable within 60 days <sup>3</sup>	Percent of Shares Beneficially Owned
Soon Han Pak, Chair of the Board/Nominee	1,245,940	21,600	12.30%
Wonsook A. Chong, Director/Nominee	1,182,775	34,910	11.81%
Choong Y. (Chuck) Yea, Director/Nominee	365,758	61,530	4.13%
Alvin D. Kang, Director/Nominee	30,000	44,840	0.72%

Name, Position Held and Address <sup>1</sup>	Number of Shares of Company Common Stock Beneficially Owned <sup>2</sup>	Number of Shares Subject to Vested Options Exercisable within 60 days <sup>3</sup>	Percent of Shares Beneficially Owned
<b>Martin Feuer,</b> Director/Nominee	—	5,100	0.05%
<b>Joanne Kim,</b> Director/Nominee President and Chief Executive Officer	150,255	264,500	3.93%
<b>Douglas Goddard</b> <sup>4</sup> Executive Vice President and Chief Financial Officer	—	—	—
<b>Alex Choi,</b> Executive Vice President and Chief Credit Officer	6,000	17,325	0.23%
<b>Yeong G. Pak,</b> Executive Vice President and Chief Lending Officer	—	13,170	0.13%
<b>Mina Rizkalla,</b> <sup>5</sup> Executive Vice President and Chief Risk Officer	—	—	—
<b>All Directors and Executive Officers as a Group (10 in total)</b>	2,980,728	462,975	32.06%

1. Except as otherwise noted, the address for all persons listed is c/o CBB Bancorp, Inc., 3435 Wilshire Boulevard, Suite 700, Los Angeles, California 90010.

2. Except as otherwise noted, may include shares held by or with such person's spouse (except where legally separated, or if stock is held as separate property) and minor children, and 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 with sole voting and investment power (or shares power with a spouse); shares held as custodian for minor children; or shares held in an Individual Retirement Account or pension plan as to which such person has pass-through voting rights and investment power or any other shares for which such person has sole or shared investment and voting power. However, this does not include shares that may be acquired upon exercise of stock options, which are identified separately in this table.

3. Shares subject to options held by directors and executive officers that were exercisable within 60 days after the Record Date and shares of restricted stock that will become unrestricted within 60 days after the Record Date ("vested") are treated as issued and outstanding for the purpose of computing the percent of the class owned by such person but not for the purpose of computing the percent of class owned by any other person. For all Directors and Executive Officers as a Group, all vested stock options and vesting restricted stock held by such persons are treated as issued and outstanding when computing the percent of class.

4. Douglas Goddard joined the Company on April 15, 2021.

5. Mina Rizkalla joined the Company on March 01, 2021.



## Beneficial Owner of More Than 5% of Our Stock

The following table presents information as of the Record Date for the Annual Meeting concerning persons known to us to be the beneficial owners of more than five percent of the outstanding shares of the Company Common Stock.

<b>Name and Address of Beneficial Owner</b>	<b>Number of Shares of Company Common Stock Beneficially Owned</b>	<b>Percent of Shares Beneficially Owned</b>
<b>William L. Caruso,</b> 1325 Wallin Way, Modesto, CA 95351	904,495	8.80%
<b>Stuart Whang,</b> 2400 S. Wilmington Ave., Compton, CA 90220	828,093	8.06%

## MANAGEMENT

### Executive Summary

The executive officers of the Company are appointed and may be removed by the board of directors of the Company at any time. The following table sets forth the executive officers of the Bank and the Company as of August 02, 2021.

<b>Name</b>	<b>Title of Position with the Bank</b>	<b>Title of Position with the Company</b>
Joanne Kim	Director; President and Chief Executive Officer	Director; President and Chief Executive Officer
Douglas Goddard	Executive Vice President and Chief Financial Officer; Corporate Secretary	Chief Financial Officer; Corporate Secretary
Alex Choi	Executive Vice President and Chief Credit Officer	—
Yeong G. Pak	Executive Vice President and Chief Lending Officer	—
Mina Rizkalla	Executive Vice President and Chief Risk Officer	—

Biographical information about each of the executive officers of the Company can be found on the Bank's website at [www.cbb-bank.com](http://www.cbb-bank.com).

## Summary of Cash and Certain Other Compensation

The following table sets forth a summary of compensation for the fiscal years ended December 31, 2020 and December 31, 2019 paid to our executive officers whose salary and bonus in 2020 exceeded \$100,000.

Name and Title <sup>1</sup>	Year	Base Salary	Incentive Plan <sup>2</sup>	All Other Compensation <sup>3</sup>	Options Award <sup>4</sup>	Total
Joanne Kim, President and Chief Executive Officer	2020	\$400,000	—	\$27,047	—	\$427,047
	2019	\$387,449	\$142,472	\$26,675	\$87,366	\$643,962
Alex Choi, Executive Vice President and Chief Credit Officer	2020	\$224,825	—	\$13,710	—	\$238,535
	2019	\$221,409	\$44,084	\$13,710	—	\$279,203
Yeong G. Pak, Executive Vice President and Chief Lending Officer	2020	\$187,963	—	\$12,394	\$15,509	\$215,866
	2019	\$172,576	\$23,094	\$11,950	—	\$207,620

1. Douglas Goddard, Executive Vice President & Chief Financial Officer and Mina Rizkalla, Executive Vice President & Chief Risk Officer were excluded from the list as they joined the Company during 2021.

2. This column represents annual cash incentive bonuses which were typically paid in the subsequent year.

3. The amounts consist of automobile allowance, cell phone allowances, spot award, and taxable fringe benefits made up of gift cards.

4. The amounts reported in the Options Awards column represent the applicable grant date fair values of stock options, excluding the effect of forfeitures in accordance with FASB ASC Topic 718, which do not necessarily correspond to the actual economic value that will be received by the grantees from the options.

## Stock Options

Prior to completion in 2017 of the transaction by which the Company became the holding company of the Bank, directors and employees received awards of stock options for and restricted shares of the Bank's common stock under various plans adopted by the board of directors of the Bank and approved by the stockholders of the Bank. In the holding company formation transaction, all outstanding options to purchase common stock of the Bank were converted into options to purchase Company Common Stock. In addition, following the holding company formation transaction, stock options issued under the Bank's 2008 Stock Option Plan were for the purchase of Company Common Stock.

*2004 Stock Option Plan.* On November 11, 2004, the board of directors of the Bank adopted and on November 9, 2005, the stockholders of the Bank ratified the Commonwealth Business Bank 2004 Stock Option Plan (the "2004 Plan"), which is intended to advance the interests of the Bank by encouraging stock ownership on the part of the Bank's directors, officers, key employees and consultants. The 2004 Plan provides for the issuance of incentive stock options (within the meaning of Section 422 of the Internal Revenue Code) and non-qualified stock options. The 2004 Plan expired at November 11, 2014, leaving no shares available for future grants under the 2014 Plan at December 31, 2020.

As of December 31, 2020, the Company had options outstanding to purchase a total of 359,499 shares of our common stock under the 2004 Plan, with a weighted average exercise price of \$7.79 per share.

2008 Stock Option Plan. On June 20, 2008, the board of directors of the Bank adopted and on September 19, 2008, the stockholders of the Bank ratified the Commonwealth Business Bank 2008 Stock Option Plan (the “2008 Plan”). Like the 2004 Plan, the 2008 Plan is intended to advance the interests of the Bank by encouraging stock ownership on the part of the Bank’s directors, officers, key employees and consultants. The 2008 Plan provides for the issuance of non-qualified and incentive stock options (within the meaning of Section 422 of the Internal Revenue Code). The 2008 Plan expired on June 19, 2018, leaving no shares available for future grants under the 2008 Plan.

As of December 31, 2020, the Company had options outstanding to purchase a total of 213,730 shares of our common stock under the 2008 Plan, with a weighted average exercise price of \$11.90 per share.

2018 Stock Option Plan. On July 26, 2018, the Board of Directors of the Company adopted, subject to stockholders’ approval, the 2018 Stock Option Plan (the “2018 Plan”). The stockholders approved the 2018 Plan on October 25, 2018. The purpose of 2018 Plan is to strengthen the Company and those banks and corporations which are or hereafter become subsidiary corporations by providing additional means of attracting and retaining competent managerial personnel and by providing to participating directors, officers and key employees added incentive for high levels of performance and for unusual efforts to increase the earnings of the Company and any subsidiaries.

The maximum number of shares of Company Common Stock which may be issued upon exercise of all options under the 2018 Plan is limited to 459,148 shares in the aggregate, increased by the number of shares of Company Common Stock covered by options granted under the 2008 Plan upon any termination, expiration or forfeiture of any of such stock options after the 2018 Plan is adopted. As of December 31, 2020, the Company has 401,698 shares available for future grants under the 2018 Plan.

As of December 31, 2020, the Company had options outstanding to purchase a total of 113,000 shares of our common stock under the 2018 Plan, with a weighted average exercise price of \$11.87 per share.

2020 Option Grants Table. The following summarizes the options granted to our executive officers during the fiscal year ended December 31, 2020.

Name	Number of Shares of Stock	Exercise price	Grant Date Fair Value of Stock Options	Option Expiration date
<b>Joanne Kim</b> President and Chief Executive Officer	—	—	—	—
<b>Alex Choi</b> Executive Vice President and Chief Credit Officer	—	—	—	—
<b>Yeong G. Pak</b> <sup>1</sup> Executive Vice President and Chief Lending Officer	10,000	\$7.55	\$15,509	6/11/2030

<sup>1</sup>. Yeong G. Pak was promoted to Executive Vice President and Chief Lending Officer effective June 11, 2020 and granted 10,000 stock options on June 11, 2020 under the 2018 Plan. The options become vested and exercisable in increments of 25% each on the first four anniversaries of the grant date.

*2020 Outstanding Options at Fiscal Year-End Table.* The following table furnishes information concerning the value of all unexercised options held by each of the executive officers as of December 31, 2020:

Name	Unexercised Options: Exercisable	Unexercised Options: Unexercisable	Option Exercise Price	Option Expiration Date
<b>Joanne Kim</b> President and Chief Executive Officer	242,000 11,250	– 33,750	\$9.09 \$11.45	04/18/2024 <sup>1</sup> 04/25/2029 <sup>2</sup>
<b>Alex Choi</b> Executive Vice President and Chief Credit Officer	9,075 5,500	– 5,500	\$3.19 \$15.05	03/23/2022 <sup>3</sup> 06/06/2028 <sup>4</sup>
<b>Yeong G. Pak</b> Executive Vice President and Chief Lending Officer	2,420 5,500 –	– 5,500 10,000	\$9.22 \$15.05 \$7.55	06/15/2025 <sup>5</sup> 06/06/2028 <sup>6</sup> 06/11/2030 <sup>7</sup>

- <sup>1.</sup> Joanne Kim was granted 242,000 stock options on April 18, 2014 under the 2004 Plan, and all options were vested and exercisable immediately.
- <sup>2.</sup> Joanne Kim was granted 45,000 stock options on April 25, 2019 under the 2018 Plan, 25% of which was vested and exercisable immediately.
- <sup>3.</sup> Alex Choi was granted 21,475 stock options on March 23, 2012 under the 2004 Plan. The 12,400 shares were exercised and the remaining 9,075 shares were all vested and exercisable immediately.
- <sup>4.</sup> Alex Choi was granted 11,000 stock options on June 06, 2018 under the 2008 Plan, 50% of which was vested and exercisable immediately.
- <sup>5.</sup> Yeong G. Pak was granted 2,420 stock options on June 15, 2015 under the 2008 Plan, and all options were vested and exercisable immediately.
- <sup>6.</sup> Yeong G. Pak was granted 11,000 stock options on June 06, 2018 under the 2008 Plan, 50% of which was vested and exercisable immediately.
- <sup>7.</sup> Yeong G. Pak was granted 10,000 stock options on June 11, 2020 under the 2018 Plan, and the options become vested and exercisable 25% each on the first four anniversaries of the grant date

## Director Compensation

The Company provides compensation to members of our board of directors for attendance at meetings of the board of directors at the rate of \$1,000 per meeting and \$250 per meeting of the Board Committee on which a director then served. In addition, all directors receive a \$2,000 monthly retainer. The Chair of the board of directors, the Audit Committee Chair and the Loan Committee Chair receive an additional \$1,000 each month. The Chair of the Asset Liability Management Committee and the Chair of the Compensation Committee receive an additional \$500 each month. In addition, all directors receive reimbursement for their out-of-pocket expenses incurred in connection with their duties as directors, and all directors receive \$1,250 toward health insurance benefits.

The following table sets forth the compensation paid or accrued to each of our directors during 2020, other than Joanne Kim, who is an executive officer and, therefore, is included in the previous tables and Martin Feuer, who was appointed to the Board of Directors during 2021:

Name <sup>1</sup>	Director Fees	Other <sup>2</sup>	Total
Soon Han Pak	\$76,000	\$22,412	\$98,412
Wonsook A. Chong	\$58,000	\$17,250	\$75,250
Alvin D. Kang	\$70,000	\$17,250	\$87,250
Choong Y. (Chuck) Yea	\$63,750	\$17,250	<u>\$81,000</u>
			<u>\$341,912</u>

1. Martin Feuer was excluded from the list as he was appointed to the Board of Directors during 2021.
2. Includes club membership dues paid on behalf of Soon Han Pak, premiums on health insurance benefits paid, and holiday bonus made up of gift cards.

### CERTAIN TRANSACTIONS

Certain of the officers, directors and principal stockholders of the Bank and the Company and their affiliates have deposit accounts with the Bank, and from time to time, the Bank and the Company may enter into other transactions in the ordinary course of business and otherwise with certain officers, directors or principal stockholders of the Bank and the Company. In all cases, these transactions are made on the same basis and terms as similar transactions made with persons or entities that are not officers, directors or principal stockholders of the Bank or the Company. All loans made to officers, directors and their affiliates are believed to be in compliance with the federal and state law, including Federal Reserve Board Regulation O. As of the date of this Proxy Statement, the Company did not have any Regulation O related loans.

### FINANCIAL STATEMENTS

A copy of the Company’s Annual Report for the fiscal year ended December 31, 2020, which includes the Company’s audited financial statements, is enclosed with this Proxy Statement. If you would like to receive a copy of the Bank’s financial statements for a previous year, please contact Joanne Kim, CBB Bancorp, Inc., 3435 Wilshire Boulevard, Suite 700, Los Angeles, California 90010. The telephone number is (323) 988-3000. You may also download the Bank’s Reports of Condition and Income (“Call Report”) for the year ended December 31, 2020 from the FDIC’s website at [www.fdic.gov](http://www.fdic.gov).

### OTHER BUSINESS

**Our board of directors knows of no other business that is likely to be brought before the stockholders’ meeting. If other matters are presented, however, the proxy will be voted in accordance with the best judgment of the proxy holders.**