



O₂MICRO INTERNATIONAL LIMITED

凹凸科技有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 457)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of O₂Micro International Limited (the “Company”) will be held on Thursday, 5 June 2008 at the offices of Maples and Calder, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, at 2:00 p.m., local time at which meeting the following matters will be put to the vote of the Shareholders:

PROPOSAL NO. 1

That each of Sterling Du and Chuan Chiung “Perry” Kuo be elected as Class I Directors to hold office until the AGM of Shareholders to be held in 2011 and until their respective successors are elected and duly qualified, or until such director’s earlier resignation or removal. Further details of each of Sterling Du and Chuan Chiung “Perry” Kuo are set out below.

Sterling Du, aged 48, has served as our chief executive officer and chairman of our board of directors since March 1997 and as a Class I Director since June 2001. He also served as our chief financial officer from March 1997 to March 1999. From May 1995 to March 1997, Mr. Du was president and chief executive officer of O₂Micro, Inc., our predecessor entity. From October 1993 to April 1995, Mr. Du was vice president of engineering at GreenLogic, Inc., a semiconductor design company, which he co-founded. Mr. Du received a B.S. in chemical engineering from National Taiwan University and an M.S. in electrical engineering from the University of California, Santa Barbara. Except for his directorship in the Company, Mr. Du has not held any directorships in listed public companies in the last three years.

Mr. Du is not related to any director, senior management or substantial or controlling shareholder of the Company. Upon election and approval by the compensation committee, Mr. Du will not receive a separate director’s fee for the year ending December 31, 2008 as well as any applicable meeting and committee fees.

Chuan Chiung “Perry” Kuo, aged 48, has served as our general manager of Taiwan operations since January 1997, as chief financial officer and a director since March 1999, as secretary since October 1999 and as a Class I director since June 2001. From February 1992 to December 1996, he was executive vice president of Pac Net Group, a holding company with investments in chemicals, electronics and real estate. From July 1983 to February 1992, he held various positions at Formosan Rubber Group, a rubber manufacturer, including product design engineer, plant manager, research and development director, and vice president. Mr. Kuo received a B.S. in chemical engineering from National Taiwan University and an M.B.A. from the Rotterdam School of Management, Erasmus University in The Netherlands. Except for his directorship in the Company, Mr. Kuo has not held any directorships in listed public companies in the last three years.

Mr. Kuo is not related to any director, senior management or substantial or controlling shareholder of the Company. Upon election and approval by the compensation committee, Mr. Kuo will not receive a separate director’s fee for the year ending December 31, 2008 as well as any applicable meeting and committee fees.

PROPOSAL NO. 2

That Teik Seng Tan be elected as a Class I Director to hold office until the AGM of Shareholders to be held in 2011 and until his successor is elected and duly qualified, or until such director’s earlier resignation or removal. Further details of Mr. Tan are set out below.

Teik Seng Tan, aged 53 was previously employed by AMD Singapore Pte Ltd. from 1984 to 2007 where he held various positions, the last position being Senior Executive Managing Director. Mr. Tan currently serves as a director of HMC Associates Asia Pacific Pte Ltd. He also has been Chairman of the Board of Directors for Bizlink Centre Singapore Ltd since 2001 and a member of the Board of Directors since 1999. Mr. Tan is a member of the Advisory Council for the Singapore Human Resource Institute and a member of the Advisory Council of the School of Engineering at Temasek Polytechnic. Mr. Tan received a B.S. in Electrical Engineering from the University of Singapore and an M.S. in Industrial Engineering from the National University of Singapore. Mr. Tan has not held any directorships in listed public companies in the last three years.

Mr. Tan is not related to any director, senior management or substantial or controlling shareholder of the Company nor has he entered into a service contract with the Company. Upon election and approval by the compensation committee, Mr. Tan will receive a director’s fee of US\$18,083 for the year ending December 31, 2008 as well as any applicable meeting and committee fees. Mr. Tan does not currently have any interests in the shares of the Company within the meaning of Part XV of the SFO.

In relation to the aforesaid directors who are proposed to be elected or re-elected under Proposals No. 1 and 2, there is no information which is discloseable nor were they involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders.

PROPOSAL NO. 3

That the Company renew the general mandate (the “Sale Mandate”) to allot, issue and deal with such number of unissued Ordinary Shares not exceeding the sum of:

- (i) 20% of the existing issued share capital of the Company as at the date of passing the relevant resolution by the Shareholders; and
- (ii) the total amount of the share capital of the Company repurchased by us (if any) pursuant to the repurchase mandate (described in Proposal No. 4 below) following the grant of the Sale Mandate;

with the Board of Directors having the authority to fix the number of shares to be repurchased, as well as the price and other terms of any repurchase, as determined by the Board of Directors in its discretion from time to time.

PROPOSAL NO. 4

That the Company renew the general mandate (the “Repurchase Mandate”) to exercise all the powers of the Company to repurchase such number of Ordinary Shares not exceeding 10% of the existing issued share capital of the Company as at the date of passing the relevant resolution by the Shareholders.

An explanatory statement relating to the Repurchase Mandate is set out in Appendix 1 to the Proxy Statement which was dispatched on April 30, 2008.

PROPOSAL NO. 5

That the Company’s financial statements and the auditors’ report for the fiscal year ended December 31, 2007 be approved and adopted.

PROPOSAL NO. 6

That the appointment of Deloitte & Touche as independent auditors for the fiscal year ending December 31, 2008 be approved and ratified.

The Board of Directors has fixed the close of business on Tuesday, April 22, 2008 as the record date for the determination of Shareholders entitled to notice of and to vote at the AGM and any postponement or adjournment thereof. Accordingly, only holders of record of Ordinary Shares or American Depositary Shares of the Company at the close of business on such date shall be entitled to vote at the AGM or any adjournment thereof.

PROPOSAL NO. 7

That the proposal to amend the ESPP to increase in the number of shares issuable pursuant to the ESPP from 50,000,000 to 70,000,000 shares be approved, adopted and ratified. A summary of the principal terms of the ESPP is set out in the Proxy Statement which was dispatched on April 30, 2008.

Notes:

1. This is a summary of the full text of the Notice of AGM (“Notice”) and Proxy Statement which were circulated to shareholders on April 30, 2008.
2. A member entitled to attend and vote at the AGM convened by the Notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you are a registered holder of ordinary shares in the Company, you may revoke your proxy and vote in person if you later decide to attend in person.
3. To be valid, the form of proxy, together with the power attorney or other authority (if any) under which it is signed or a notorially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar at 46/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or adjourned AGM.
4. Where there are joint holders of any share of the Company, any one such person may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

By order of the Board
Sterling Du
Executive Director

Hong Kong, 30 April, 2008

As at the date of this announcement, Mr. Sterling Du, Mr. Chuan Chiung “Perry” Kuo and Mr. James Elvin Keim are executive directors of O₂Micro whereas Mr. Michael Austin, Mr. Geok Ling Goh, Mr. Lawrence Lai-Fu Lin, Mr. Keisuke Yawata, Mr. Xiaolang Yan and Mr. Ji Liu are independent non-executive directors.

* *For identification purposes only.*