

# O<sub>2</sub>MICRO INTERNATIONAL LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 457)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

TO BE HELD ON JUNE 5, 2008

(or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
share(s) of HK\$0.00002 each in the capital of O2Micro International Limited (the "Company"), **HEREBY APPOINT** STERLING DU or failing him, JAMES KEIM or \_\_\_\_\_ (fill in name of proxy of undersigned's choice) \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the meeting to be held on June 5, 2008 (the "Meeting") or any adjournment thereof, for the purpose of considering, if thought fit, passing with or without modifications, the proposed ordinary resolution as set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

RESOLUTION	FOR <sup>3</sup>	AGAINST <sup>3</sup>	ABSTAIN <sup>3</sup>
1. (i) To re-elect Sterling Du as a Class I director for a three-year term.			
(ii) To re-elect Chuan Chiung "Perry" Kuo as a Class I director for a three-year term.			
2. To elect Teik Seng Tan as a Class I director for a three-year term.			
3. To approve and adopt a 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 total nominal amount of the share capital of our company in issue and to be issued; and (ii) the total amount of the share capital of our company repurchased by us (if any) pursuant to the Repurchase Mandate (described in Proposal No. 4) 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.			
4. To approve and adopt a 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 total nominal amount of the share capital of the Company in issue and to be issued.			
5. To approve and adopt the financial statements and the auditor's report for the fiscal year ended December 31, 2007 in the form included in the Report to Shareholders.			
6. To ratify and approve the retention of Deloitte & Touche as the Company's independent auditors for fiscal year of 2008.			
7. To approve, adopt and ratify the amendment to the Company's 1999 Employee Stock Purchase Plan to increase the number of shares issuable thereunder from 50,000,000 to 70,000,000 shares.			

Dated: \_\_\_\_\_ Signature(s)<sup>4</sup> \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.00002 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
4. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or other person duly authorized.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially 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 Meeting or adjourned Meeting.
6. Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting, 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 Meeting, 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.
7. The proxy need not be a member of the Company.
8. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you, having lodged this form of proxy, attend the Meeting, this form of proxy will be deemed to have been revoked.