



O₂MICRO INTERNATIONAL LIMITED

凹凸科技有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 457)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AUDIT COMMITTEE MEMBER

The Board announces the retirement by rotation of Mr. Geok Ling Goh as independent non-executive director and member of the audit committee of the Company, and the appointment of Mr. Teik Seng Tan as independent non-executive director and member of the audit committee of the Company with effect from 6 June, 2008 (Hong Kong time).

The board (the “**Board**”) of directors (the “**Directors**”) of O₂Micro International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Geok Ling Goh (“**Mr. Goh**”) has retired by rotation as an independent non-executive director of the Company and did not offer himself for re-election at the annual general meeting (the “**AGM**”) of the Company held on 6 June, 2008 (Hong Kong time). Following Mr. Goh’s retirement from the Board, he also ceased to be a member of the audit committee of the Company on 6 June, 2008 (Hong Kong time). Following the retirement of Mr. Goh, Mr. Teik Seng Tan (“**Mr. Tan**”) has been appointed as an independent non-executive director and member of the audit committee of the Company with effect from 6 June, 2008 (Hong Kong time).

RETIREMENT BY ROTATION OF DIRECTOR

Mr. Goh has retired by rotation as an independent non-executive director of the Company and did not offer himself for re-election at the AGM. Following Mr. Goh’s retirement from the Board, he also ceased to be a member of the audit committee of the Company on 6 June, 2008 (Hong Kong time). Mr. Goh has confirmed that there was no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company in respect of his retirement.

The Board would like to take this opportunity to express its gratitude to Mr. Goh for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF DIRECTOR

Mr. Tan, aged 53, was previously employed by Advanced Micro Devices 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.

Save as disclosed above, Mr. Tan did not hold any other directorship in any listed companies in the last three years. In addition, Mr. Tan does not hold any other positions with the Company or other members of the Group, and is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

As the date of this announcement, Mr. Tan is not interested in and does not hold any long or short position in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

Mr. Tan will hold office until the AGM to be held in 2011 and until his successor is elected and duly qualified, or until his earlier resignation or removal. There is no service agreement between Mr. Tan and the Company. Mr. Tan will receive a pro-rated director's fee of US\$18,083 for the year ending 31 December, 2008 as well as any applicable meeting and committee fees. The emoluments of the independent non-executive directors are determined by reference to the remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed in this announcement, the Board is not aware of any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and any other matters that need to be brought to the attention of the shareholders of the Company.

The Board extends its warmest welcome to Mr. Tan on his joining the Company.

By order of the Board
Sterling Du
Executive Director

Hong Kong, 6 June, 2008

As at the date of this announcement and upon the retirement of Mr. Goh and the appointment of Mr. Tan, the Board comprises 9 directors, of which 3 are executive directors, namely Mr. Sterling Du, Mr. Chuan Chiung “Perry” Kuo and Mr. James Elvin Keim, and 6 are independent non-executive directors, namely Mr. Michael Austin, Mr. Teik Seng Tan, Mr. Lawrence Lai-Fu Lin, Mr. Keisuke Yawata, Mr. Xiaolang Yan and Mr. Ji Liu.

** For identification purposes only.*