O2Micro International Limited



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :28/02/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Date Submitted

05/03/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares							
(1) Stock code : <u>0457</u> Descr	iption :						
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month	4,750,000,000	US\$0.00002	US\$ 95,000				
Increase/(decrease)	Nil		Nil				
Balance at close of the month	4,750,000,000	<u>US\$0.00002</u>	<u>US\$ 95,000</u>				
(2) Stock code : Description :							
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month	NA	NA	NA				
Increase/(decrease)	NA		NA				
Balance at close of the month	NA	NA	NA				

2. Preference Shares

Stock code : 0457 Descr	iption :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	250,000,000	US\$0.00002	US\$5,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	250,000,000	<u>US\$0.00002</u>	US\$5,000
3. Other Classes of Shares			
Stock code :Descr	iption :		

	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	NA	NA	NA
Increase/(decrease)	NA		NA
Balance at close of the month	NA	NA	NA

Total authorised share capital at the end of the month (*State* US\$100,000 *currency*) :

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	e No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	1,832,788,400	NA	NA	NA		
Increase/ (decrease) during the month	6,802,800	NA	NA	NA		
Balance at close of the month	1,839,591,200	NA	NA	NA		

III. Details of Movements in Issued Share Capital

Share Options (under Particulars of share	Share Option S	chemes of the I	ssuer)		No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date	Ν	Aovement durir	ig the month		thereto	as at close of the month
(dd/mm/yyyy) and -			C			
class of shares	Countral	El	Concelled	Tanad		
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 1997 Employee						
Stock Option						
Plan						
$\frac{11an}{(/ / 1997)}$						
Ordinary shares	0	1,100,000	500,000	0	1,100,000	11,494,800
(Note 1)	0	1,100,000	500,000	0	1,100,000	11,494,000
(10000 1)						
2.						
1999 Employee						
Stock Option						
Plan						
(28/10/1999)						
Ordinary shares	0	0	2,853,050	0	0	216,771,050
(Note 1)			, ,			· · ·
3.						
2005 Employee						
Stock Option						
Plan						
(14/ Nov/2005)						
Ordinary shares	26,730,650	0	150,450	0	0	25,972,250
(Note 1)						
				_		
		Tot	tal A. (Ordina		1,100,000	
				ce shares)	0	
			(0	ther class)	0	
Total funds raised dur		rom exercise of				
options (State currenc	ey)		US\$11,000			

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.					
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date					
(if applicable) (dd/mm/yyyy)	(/ /)				
<u>2.</u>					
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy) <u>3.</u>	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
Subscription price					
(if applicable)					
(dd/mm/yyyy)	(/ /)				
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Total	B. (Ordin (Prefere	nary shares)		
		(Other class)		

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	· · · ·					
<u> </u>						. <u> </u>
Stock code (if listed)						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
4.	(, ,)					
Stock code (if listed)						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
(dd/1111/yyyy)	(/ /)		Total C. (Ordir	nary shares)		
			(Prefere	ence shares)		
			(0	Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1	-	
shares (Note 1)		
2.		
	-	
3		
	-	
shares (Note 1)		
	-	
Total D. (Ordinary shares) (Preference shares)		
(Other class)		

Other Movements in Issued Share Capital

1. Rights issue At price : $\frac{State}{currency}$ Issue and allotment $(///)$ 1. Rights issue At price : $\frac{State}{currency}$ Issue and allotment $(///)$ EGM approval date: $(///)$ EGM approval date: $(///)$ 2. Open offer At price : $\frac{State}{currency}$ Class of shares issuable (///) 2. Open offer At price : $\frac{State}{currency}$ Issue and allotment (///) Issue and allotment (///) (///) </th <th>er issued ing the nonth rsuant iereto</th> <th>shares of issuer which may be issued pursuant thereto as at close of the month</th>	er issued ing the nonth rsuant iereto	shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) EGM approval date: (/ /) - 2. Open offer At price : State currency Class of shares issuable (/ /) - 2. Open offer At price : State currency Issue and allotment date : (/ /) - 3. Placing At price : State currency Class of shares issuable (/ /) - 3. Placing At price : State currency Issue and allotment date : (/ /) - Base and allotment (/ /) - - Base and allotment (/ /) - - Base and allotment (/ /) - - Base and allotment (/ /) - - Base and allotment (/ /) - - Base and allotment (/ /) - - Base and allotment (/ /) - - Base and allotment (/ /) - - Base and allotment - - - Base and allotment - - -		
EGM approval date: $(//)$ (d/mm/yyyy) 2. Open offer At price : State Class of shares issuable (Note 1) 2. Open offer At price : State Issue and allotment (//) (d/mm/yyyy) EGM approval date: (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (d/mm/yyyy) (//) (date : (dd/mm/yyyy) (date : (date : (date:		
2. Open offer At price : $\frac{\text{State}}{\text{currency}}$ (<i>Note 1</i>) 3. Placing At price : $\frac{\text{State}}{\text{currency}}$ (<i>Note 1</i>) (<i>Note 1</i>) (<i>Mote 1</i>)		
2. Open offer At price : $\frac{State}{currency}$ (Note 1) Issue and allotment (///) GM approval date: (///) (dd/mm/yyyy) (///) Begin approval date: (///) (dd/mm/yyyy) (///) Class of shares issuable (///) (Note 1) (///) Begin approval date: (///)		
2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) EGM approval date: (/ /) - 3. Placing At price : State currency Class of shares issuable (/ /) 3. Placing At price : State currency Issue and allotment (/ /) Busice EGM approval date: (/ /) Busice EGM approval date: (/ /)		
Class of shares issuable		
3. Placing At price : State currency (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /)		
3. Placing At price : State currency (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /)		
3. Placing At price : currency Issue and unother date (dd/mm/yyyy) EGM approval date: (/ /)		
Elotti upprovar auto.		
(dd/mm/yyyy)		
Class of shares issuable(Note 1)		
4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy)		
EGM approval date: (/ /) (dd/mm/yyyy)		
_		

		For Ma	in 1	Boa	ard a	and	GEM listed iss	
	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuable (Note 1)	_					
5.	Scrip dividend At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		
		Class of shares repurchased (<i>Note 1</i>)	_					
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		
		Class of shares redeemed (<i>Note 1</i>)						
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		
		Class of shares issuable (Note 1)	_					
8.	Consideration issue At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
		EGM approval date: (dd/mm/yyyy)	(/	/)		

	Type of Issue				GEM listed iss No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
			Class of shares issuable			
9.	Capital reorganisation		(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	(//)		
			Class of shares issuable (<i>Note 1</i>)	Ordinary Shares		
10	Other		Issue and allotment date : (dd/mm/yyyy)	(02/02/2009)		
10.	Other (Please specify)	At price : US\$0.0414	EGM approval date: (dd/mm/yyyy)	1999 Employee Stock Purchase Plan – 10/1999	4,077,050	
			Class of shares issuable (Note 1)	Ordinary Shares		
	10. Other		Issue and allotment date : (dd/mm/yyyy)	(13/02/2009)		
	(Please specify)	At price : Nil	EGM approval date: (dd/mm/yyyy)	2005 Employee Stock Incentive Plan – 02/03/2006	<u>375,000</u>	
			Class of shares issuable (Note 1)	Ordinary Shares		
	10. Other		Issue and allotment date : (dd/mm/yyyy)	(28/02/2009)		
	(Please specify)	At price : Nil	EGM approval date: (dd/mm/yyyy)	2005 Employee Stock Incentive Plan – 02/03/2006	<u>1,250,750</u>	
				Ordinary share eference share (Other clas	s)	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	6,802,800			
	(2)	NA			
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		NA			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		NA			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)					

Remarks (if any):

Submitted by: <u>Sterling Du</u>
Title: Executive Director (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.