



香港交易所

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 O2Micro International Limited

Date Submitted 05/03/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 0457 Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>4,750,000,000</u>	<u>US\$0.00002</u>	<u>US\$ 95,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>4,750,000,000</u>	<u>US\$0.00002</u>	<u>US\$ 95,000</u>

(2) Stock code : _____ Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>NA</u>	<u>NA</u>	<u>NA</u>
Increase/(decrease)	<u>NA</u>		<u>NA</u>
Balance at close of the month	<u>NA</u>	<u>NA</u>	<u>NA</u>

II. Movements in Issued Share Capital

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

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. <u>1997 Employee Stock Option Plan</u> <u>(/ / 1997)</u>						
Ordinary shares	<u>0</u>	<u>1,100,000</u>	<u>500,000</u>	<u>0</u>	<u>1,100,000</u>	<u>11,494,800</u>
(Note 1)						
2. <u>1999 Employee Stock Option Plan</u> <u>(28/10/1999)</u>						
Ordinary shares	<u>0</u>	<u>0</u>	<u>2,853,050</u>	<u>0</u>	<u>0</u>	<u>216,771,050</u>
(Note 1)						
3. <u>2005 Employee Stock Option Plan</u> <u>(14/ Nov/2005)</u>						
Ordinary shares	<u>26,730,650</u>	<u>0</u>	<u>150,450</u>	<u>0</u>	<u>0</u>	<u>25,972,250</u>
(Note 1)						
			Total A. (Ordinary shares)		<u>1,100,000</u>	
			(Preference shares)		<u>0</u>	
			(Other class)		<u>0</u>	
Total funds raised during the month from exercise of options (State currency)					<u>US\$11,000</u>	

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 (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
2. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
3. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
4. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____ _____ _____ _____ (/ /)					
			Total C. (Ordinary shares) _____ (Preference shares) _____ (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)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
2. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
3. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares) (Preference shares) (Other class)		

Other Movements in Issued Share Capital

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
1. Rights issue	At price : State currency	_____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
2. Open offer	At price : State currency	_____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
3. Placing	At price : State currency	_____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4. Bonus issue			Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

For Main Board and GEM listed issuers

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	
5.	Scrip dividend	At price : State currency	_____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
6.	Repurchase of shares			Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
8.	Consideration issue	At price : State currency	_____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

For Main Board and GEM listed issuers

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
9. Capital reorganisation		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
10. Other (Please specify)	At price : US\$0.0414	Class of shares issuable (Note 1) Ordinary Shares Issue and allotment date : (dd/mm/yyyy) (02/02/2009) EGM approval date: (dd/mm/yyyy) 1999 Employee Stock Purchase Plan – 10/1999	<u>4,077,050</u>
10. Other (Please specify)	At price : Nil	Class of shares issuable (Note 1) Ordinary Shares Issue and allotment date : (dd/mm/yyyy) (13/02/2009) EGM approval date: (dd/mm/yyyy) 2005 Employee Stock Incentive Plan – 02/03/2006	<u>375,000</u>
10. Other (Please specify)	At price : Nil	Class of shares issuable (Note 1) Ordinary Shares Issue and allotment date : (dd/mm/yyyy) (28/02/2009) EGM approval date: (dd/mm/yyyy) 2005 Employee Stock Incentive Plan – 02/03/2006	<u>1,250,750</u>
		Total E. (Ordinary shares)	<u>5,702,800</u>
		(Preference shares)	_____
		(Other class)	_____

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
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

