



O₂MICRO INTERNATIONAL LIMITED

凹凸科技有限公司*

(Incorporated in the 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 Friday, May 29, 2009 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 James Elvin Keim, Lawrence Lai-Fu Lin and Ji Liu be elected as Class II Directors to hold office until the Annual General Meeting of Shareholders to be held in 2012 and until their respective successors are elected and duly qualified, or until such director’s earlier resignation or removal.

James Keim, aged 64, has served as a Director since March 1999 and as Head of Marketing and Sales since December 2001 and a Class II Director since June 2001. He also served as our chief operating officer from June 1998 to June 2001. From March 1995 to June 1998, Mr. Keim was a principal in Global Marketing Associates, an international consulting firm. Prior to March 1995, he had been vice president of sales at Alliance Semiconductor Corporation, vice president of marketing at Performance Semiconductor Corporation and worldwide linear marketing manager at Fairchild Semiconductor Corporation. Mr. Keim received a bachelor of science degree in engineering from Iowa State University, a master of science degree in electrical engineering and a master of business administration degree from the University of Illinois. Except for his directorship in the Company, Mr. Keim has not held any directorships in listed public companies in the last three years.

Mr. Keim 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. Keim will not receive a separate director’s fee for the year ending December 31, 2009 or any applicable meeting and committee fees.

Lawrence Lai-Fu Lin, aged 58, has served as a Class II Director, and member of the audit committee and chairman of the compensation committee since June 2003. He is a Certified Public Accountant in Taiwan. Since 1990, Mr. Lin has been a partner of UHY L&C Company, Certified Public Accountants, which is an independent member firm of Urbach Hacker Young International. Mr. Lin was a director of Urbach Hacker Young International from October 1994 to October 1998. Prior to UHY L&C Company, he was a partner at T N Soong & Co. Mr. Lin serves as independent nonexecutive director and chairman of the audit committee of Yageo Corporation, director of Arima Communication Corporation, and corporate supervisor of Tex Year Industries Inc., all of which are Taiwan public listed companies. He graduated from Taipei Vocational Commercial School in 1969.

Mr. Lin 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. Lin will receive a director's fee of US\$31,000 and compensation committee chairperson fee of US\$5,000 for the year ending December 31, 2009 as well as any applicable meeting and committee fees.

Ji Liu, aged 73, has served as a Class II Director since June 2007. Mr. Liu has been an Honorary President of the China Europe International Business School since 2005. From 1999 to 2004, Mr. Liu was Executive President and President of the China Europe International Business School. From 1993 to 1999, Mr. Liu was a Research Fellow, Member of the Academic Board, Graduate Supervisor and Deputy Chairman of the Chinese Academy of Social Sciences. He received a bachelor of science in power mechanical engineering from Tsinghua University in China. Except for his directorship in the Company, Mr. Liu has not held any directorships in listed public companies in the last three years.

Mr. Liu 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. Liu will receive a director's fee of US\$31,000 for the year ending December 31, 2009 as well as any applicable meeting and committee fees.

There is no information to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and there are no other matters to be brought to the attention of the shareholders of the Company in relation to the above mentioned directors.

As at March 31, 2009 the interest or short positions of the above directors within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance are set out below:

Name of Director	Name of Corporation	Nature of interest	Total number of Shares	Approximate percentage interest in the Company
James Keim	O ₂ Micro International Limited	Personal Interest ⁽¹⁾	38,463,700	2.09%
Lawrence Lai-Fu Lin	O ₂ Micro International Limited	Personal Interest ⁽²⁾	3,259,150	0.18%
Ji Liu	O ₂ Micro International Limited	Personal Interest ⁽³⁾	909,150	0.05%

Notes:

1. Mr. Keim and his spouse jointly and beneficially own 476,800 Shares. Mr. Keim holds options to purchase an aggregate of 28,841,000 Shares, if fully exercised. As at the date of this notice, none of these options has been exercised. In addition, Mr. Keim has a controlling interest in two private companies which hold an aggregate of 9,145,900 Shares.
2. Mr. Lin beneficially owns 259,150 shares. In addition, Mr. Lin holds options to purchase an aggregate of 3,000,000 shares, if fully exercised. As at the date of this notice, none of these options has been exercised.
3. Mr. Liu beneficially owns 109,150 shares. In addition, Mr. Liu holds options to purchase an aggregate of 800,000 shares, if fully exercised. As at the date of this notice, none of these options has been exercised.

PROPOSAL NO. 2

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 total nominal amount of the share capital of the Company in issue and to be issued; 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. 3 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. 3

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 total nominal amount of the share capital of the Company in issue and to be issued.

An explanatory statement relating to the Repurchase Mandate is set out in Appendix 1 to the Proxy Statement which was dispatched on April 24, 2009.

PROPOSAL NO. 4

That the Company’s financial statements and the auditors’ report for the fiscal year ended December 31, 2008 be approved and adopted.

PROPOSAL NO. 5

That the appointment of Deloitte & Touche as independent auditors for the fiscal year ending December 31, 2009 be approved and ratified.

The Board of Directors has fixed the close of business on Friday, April 17, 2009 and Monday 11 May, 2009 as the record date for the determination of holders of American Depositary Shares and Ordinary Shares, respectively, entitled to notice of and to vote at the Annual General Meeting 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 (as the case may be) shall be entitled to vote at the Annual General Meeting or any adjournment thereof.

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 24, 2009.
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 notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar at Rooms 1806–1807, 18/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, April 24, 2009

As at the date of this notice, the Board comprises:

Executive Directors:

Mr. Sterling Du

Mr. Chuan Chiung “Perry” Kuo

Mr. James Elvin Keim

Independent Non-Executive Directors:

Mr. Michael Austin

Mr. Teik Seng Tan

Mr. Lawrence Lai-Fu Lin

Mr. Keisuke Yawata

Mr. Xiaolang Yan

Mr. Ji Liu

* *For identification purposes only.*