



O₂MICRO INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 457)

**FORM OF PROXY
FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MAY 29, 2009**

(or any adjournment thereof)

I/We¹ _____
of _____

being the registered holder(s) of² _____
share(s) of HK\$0.00002 each in the capital of O₂Micro International Limited (the "Company"), **HEREBY APPOINT³**
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
May 29, 2009 (the "Meeting") or any adjournment thereof, on the resolutions set out in the notice convening the Meeting as
indicated below, and if no such indication is given then as my/our proxy thinks fit, and on any other resolution properly put to
the Meeting.

RESOLUTION	FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1. That the voluntary withdrawal of the listing of the Company's ordinary shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Proposed Withdrawal") be and is hereby approved and any Director or Directors be and are hereby authorized to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Director deems appropriate, and all such actions by any Director on behalf of the Company in such connection heretofore be and are hereby approved, confirmed and ratified.			
2. That the memorandum and articles of association of the Company be amended and restated by the deletion of the existing memorandum and articles of association in their entirety and the substitution in their place of the amended and restated memorandum and articles of association set out in Appendix II to the Company's circular dated 24 April 2009, conditionally on and with effect from the Proposed Withdrawal becoming effective, and any Director or Directors be and are hereby authorized to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Director deems appropriate, and all such actions by any Director on behalf of the Company in such connection heretofore be and are hereby approved, confirmed and ratified.			
3. That the adoption of the 2009 Employee Stock Purchase Plan be and is hereby approved, conditionally on and with effect from the withdrawal of the listing of the Company's Shares on The Stock Exchange of Hong Kong Limited becoming effective, and any Director or Directors be and are hereby authorized to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Director deems appropriate, and all such actions by any Director on behalf of the Company in such connection heretofore be and are hereby approved, confirmed and ratified.			

RESOLUTION	FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
<p>4. That the amendment of the Company's 2005 Share Option Plan by increasing the number of Shares available for issue thereunder from 100,000,000 to 175,000,000 Shares and removing references to Hong Kong and Hong Kong related rules and regulations be and is hereby approved, conditionally on and with effect from the withdrawal of the listing of the Company's Shares on The Stock Exchange of Hong Kong Limited becoming effective, and any Director or Directors be and are hereby authorized to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as such Director deems appropriate, and all such actions by any Director on behalf of the Company in such connection heretofore be and are hereby approved, confirmed and ratified.</p>			
<p>5. That the amendment of the Company's 2005 Share Incentive Plan by increasing the number of Shares available for issue thereunder from 75,000,000 to 125,000,000 Shares and removing references to Hong Kong and Hong Kong related rules and regulations be and is hereby approved, conditionally on and with effect from the withdrawal of the listing of the Company's Shares on The Stock Exchange of Hong Kong Limited becoming effective, and any Director or Directors be and are hereby authorized to execute such documents, make such applications and submissions and do all such acts, deeds or things incidental thereto or arising in connection therewith as the Director deems appropriate, and all such actions by any Director on behalf of the Company in such connection heretofore be and are hereby approved, confirmed and ratified.</p>			

Dated: _____

Signature(s)⁵ _____

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). Voting will be on the basis of one vote for each share held.
3. Please delete the words "STERLING DU or failing him JAMES KEIM or" from the paragraph if you are appointing your own proxy. Please note that, if you do not delete those words and/or do not specify a different proxy, Mr. Sterling Du or, failing him, Mr. James Keim will be appointed as your proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU DO NOT WISH TO VOTE, TICK IN THE BOX MARKED "ABSTAIN"**. 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.
5. 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.
6. 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 delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, 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.
7. 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.
8. The proxy need not be a member of the Company.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
10. 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.