

SIRF TECHNOLOGY HOLDINGS, INC.

CODE OF ETHICS AND BUSINESS CONDUCT FOR EMPLOYEES, OFFICERS AND DIRECTORS

SiRF Technology Holdings, Inc. (the “Company”) expects the highest possible ethical conduct from its employees, officers and directors. You are expected to participate in and foster a culture of transparency, integrity and honesty in the Company. Each director, officer and employee is required to review this Code and be aware of the applicable laws that are important to the Company’s business.

This Code provides rules and procedures to help the Company’s employees, officers and directors recognize and respond to situations that present ethical issues. For guidance with respect to issues not addressed in this Code, employees are directed to the Manual of SEC Compliance Procedures and Guidelines which sets forth the Company’s policies on a wide range of issues that arise in the course of service with the Company or to the Company’s Chairman of the Audit Committee. Your full compliance with this Code is mandatory and those who violate the standards in this Code will be subject to disciplinary action.

Conflicts of Interest

As an employee, director or officer of the Company, it is imperative that you avoid conflicts of interest. A conflict of interest arises when an employee takes action or enters into relationships that oppose the interests of the Company or that interfere with the employee’s performance or independent judgment when carrying out his or her duties. You may not exploit your position or relationship with the Company for personal gain. Employees shall take every reasonable step to promptly disclose to a supervisor or the Ethics Officer (currently designated as the Chairman of the Audit Committee) any business or financial interest or relationship of any employee which might interfere with the ability of the employee to pursue the best interests of the Company. For example, there is a likely conflict of interest if you:

- Cause the Company to engage in business transactions with relatives or friends;
- Use nonpublic Company, customer or vendor information for personal gain by you, relatives or friends (including securities transactions based on such information);
- Have more than a modest financial interest in the Company’s vendors, clients or competitors;
- Receive a loan, or guarantee of any obligation, from the Company or a third party as a result of your position at the Company;

- Receive any payments or gifts, other than gifts of nominal value, from any third party as a result of your position with the Company; or
- Compete, or prepare to compete, with the Company while still employed by the Company.

There are other situations in which a conflict of interest may arise. If you have concerns about any situation, follow the steps outlined in the Section on “*Reporting Violations.*”

Engaging in any conduct that represents a conflict of interest is strictly prohibited.

Gifts, Bribes and Kickbacks. Other than for modest gifts (generally valued less than \$100) given or received in the normal course of business (including travel or entertainment), neither you nor your relatives may give gifts to, or receive gifts from the Company’s clients or vendors. Other gifts may be given or accepted only with prior approval of your supervisor or the Company’s management and in no event should you put the Company or yourself in a position that would be embarrassing if information about the gift was made public.

Dealing with government employees is often different than dealing with private persons. Many federal, state and local governmental bodies strictly prohibit the receipt of any gratuities by their employees, including meals and entertainment. You must be aware of and strictly follow these prohibitions.

Any employee or director who pays or receives bribes or kickbacks will be immediately terminated and reported as warranted, to the appropriate authorities. A kickback or bribe includes any item intended to improperly obtain favorable treatment, including a bribe to guarantee that the Company will use the services of a particular vendor when such use is not advantageous to the Company.

Improper Use or Theft of Property. Every employee must safeguard the Company’s property from loss or theft, and may not take such property for personal use. Company property includes confidential information, software, computers, office equipment and supplies. You must appropriately secure all Company property within your control to prevent its unauthorized use. Employees may make limited non-business use of the Company’s electronic communications systems, provided that such use (i) is occasional (ii) does not interfere with the employee’s professional responsibilities (iii) does not diminish productivity, and (iv) does not violate this Code or the Company’s electronic communications system policy then in effect.

Protection of the Company, Customer and Vendor Information. You may not use or reveal Company, customer or vendor confidential or proprietary information to others. Additionally, you must take appropriate steps – including securing documents, limiting access to computers and electronic media, and proper disposal methods – to prevent unauthorized access to such information. Proprietary and/or confidential information, among other things, includes: business methods, pricing and marketing data, strategy, computer code, screens, forms, experimental research, information about, or received from, the Company current, former and prospective customers, vendors and employees.

Gathering Competitive Information. You may not accept, use or disclose the confidential information of our competitors. When you obtain competitive information, you must not violate our competitors' rights. Particular care must be taken when dealing with competitors' customers, ex-customers and ex-employees. Never ask for confidential or proprietary information. Never ask a person to violate a non-competition or non-disclosure agreement. If you are uncertain, the legal department can assist you.

Fair Dealing. An exhaustive list of unethical practices cannot be provided. Instead, the Company relies on the judgment of each individual employee to avoid such practices. No Company employee, director or officer should take unfair advantage of anyone, including the Company's customers, suppliers, competitors and employees, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Fair Competition and Antitrust Laws. The Company must comply with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, the legal department can assist you.

Securities Trading. It is usually illegal to buy or sell securities using material information not available to the public. Persons who give such undisclosed "inside" information to others may be as liable as person who trade securities while possessing such information. Securities laws may be violated if you, or any relatives or friends trade in securities of the Company, or any of its clients or vendors, while possessing inside information. You must comply with the Company's insider trading policy. If you are uncertain about the legality of a particular trade, the legal department can assist you.

Retention of Business Records. The Company business records must be maintained for the periods specified in the Company's record retention policy or the more specific policies of your business unit. Records may be destroyed only at the expiration of the pertinent period. In no case may documents related to a pending or threatened litigation, government inquiry or under subpoena or other information request, be altered, discarded or destroyed, regardless of the periods specified in the record retention policy. In addition, you may never destroy, alter, or conceal, with an improper purpose, any record or otherwise impede any official proceeding, either personally, in conjunction with, or by attempting to influence, another person.

Books and Records, Accurate Periodic Reports and Financial Statements.

The Company requires that all its books and records be maintained accurately and with honesty. This requires that no fund, asset, liability, revenue or expense be concealed or incompletely recorded for any purpose. All entries must be supported by documentation adequate to permit the books and records to be verified by audit. Proper accounting requires not only careful compliance by the Company's internal auditors, but also the cooperation of all employees who are involved in keeping financial records of any type.

Full, fair, accurate, timely and understandable disclosures in the Company's periodic reports to the public and to governmental authorities are legally required and are essential to the success of its business. All filings with the SEC must be fair, accurate and timely. You should exercise the highest standard of care in contributing to or preparing such reports in accordance with the following guidelines:

- All the Company accounting records, as well as reports produced from those records, must be in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect, in reasonable detail, the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from the internal auditors or the independent auditors, who shall have unrestricted access to all documents and records.
- Compliance with the Company's system of internal accounting controls is required.

If you have knowledge of any unreported or improperly reported financial activity you must report the information to your supervisor, the Ethics Officer or the Audit Committee.

Compliance With Law

You are expected to comply with both the letter and spirit of all applicable governmental laws, rules and regulations. If you fail to comply with this Code and/or with any applicable laws, you will be subject to disciplinary measures, up to and including immediate discharge from the Company. Whenever an applicable law, rule or regulation is unclear or seems to conflict with either another law or any provision of this Code, you are urged to seek clarification from your supervisor, the appropriate compliance official or the legal department.

Compliance Resources

In some situations, you may be uncertain how to proceed in compliance with this Code. This uncertainty may concern the ethical nature of your own acts or your duty to report the unethical acts of another. When determining the proper course of action, you should carefully analyze the

situation and seek guidance from your supervisor or other appropriate personnel in accordance with the following four steps:

1. *Gather all the facts.* Do not take any action that may violate the Code until you have gathered all the facts that are required to make a well-informed decision and, if necessary, you have consulted with your supervisor, the Chairman of the Audit Committee or the legal department.
2. *Ask whether the action is illegal or contrary to the Code.* If the action is illegal or contrary to the provision of this Code, you should not carry out the act. If you believe that the Code has been violated by an employee, an officer or a director, you must promptly report the violation in accordance with the procedures set forth herein.
3. *Discuss the problem with your supervisor.* It is your supervisor's duty to assist you to comply with this Code. Feel free to discuss the situation with your supervisor if you have any questions. You will suffer no retaliation for seeking such guidance.
4. *If necessary, seek additional resources.* Your department manager is available to speak with you about problematic situations if you do not feel comfortable approaching your direct supervisor. Alternatively, an ethics hotline has been established to assist you with ethics matter. Simply dial (408) 392-8481 to reach an ethics expert for anonymous counseling. You may also request assistance in writing by sending a request to the Chairman of the Audit Committee. The legal department is also available to assist you in complying with those aspects of the Code that involve more complex issues, such as insider trading and conflicts of interest.

Reporting Violations

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of your fellow employees. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the appropriate level of management at your location. Misconduct cannot be excused because it was directed or requested by another. In this regard, you are expected to alert management whenever an illegal, dishonest or unethical act is discovered or suspected.

If you are still concerned after speaking with your local management or feel uncomfortable speaking with them for whatever reason, you must (anonymously, if you wish) send a detailed note, with relevant documents, to Sam Srinivasan or you may directly contact other Audit Committee members of the Company's Board of Directors by sending a detailed note to the Audit Committee, with relevant documents. If you choose to remain anonymous and make an anonymous report, you should create and preserve your own record of this report in order to be able to demonstrate your compliance with the requirement of reporting violations.

Your calls, detailed notes and/or emails will be dealt with confidentially, although there may be a point where your identity may become known or have to be revealed in the course of an

investigation or to take corrective action. You have the commitment of the Company and of the Audit Committee of the Company's Board of Directors, which is composed of independent directors, that you will be protected from retaliation for your good faith actions. Any employee who attempts to or encourages others to retaliate against an individual who has reported a violation will be subject to disciplinary action.

Waivers

The Company expects you to comply with the provisions of this Code. Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed to the public as required by law and the rules of the Nasdaq Stock Market. When necessary, a waiver will be accompanied by appropriate controls designed to protect the Company.

Disciplinary Action

The Company has implemented the following disciplinary policies to ensure that prompt and consistent actions are taken in response to violations of this Code:

1. *Range of Penalties.* All violations of this Code will be treated seriously and will result in the prompt imposition of penalties which may include (1) an oral or written warning, (2) a reprimand, (3) suspension, (4) termination and/or (5) restitution. Violations will also be reported to the appropriate regulatory agencies or other authorities.
2. *Disciplinary Process.* The penalty for a particular violation will be decided on a case-by-case basis and will depend on the nature and severity of the violation as well as the employee's history of non-compliance and cooperation in the disciplinary process. Significant penalties will be imposed for violations resulting from intentional or reckless behavior. Penalties may also be imposed when an employee fails to report a violation due to the employee's indifference, deliberate ignorance or reckless conduct. Where there is credible evidence of a violation, the Ethics Officer will determine the appropriate sanction with the assistance of the Audit Committee.
3. *Consistent Enforcement.* All employees, officers and directors will be treated equally with respect to the imposition of disciplinary measures. Pursuant to this policy, all levels of employees will be subject to the same disciplinary action for the commission of the same or a similar offense.

Conclusion

In the final analysis you are the guardian of the Company's ethics. While there are no universal rules, when in doubt ask yourself:

- Will my actions be ethical in every respect and fully comply with the law and with the Company's policies?

- Will my actions have the appearance of impropriety?
- Will my actions be questioned by my supervisors, fellow employees, customers, clients, family and the general public?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?

If you are uncomfortable with your answer to any of the above, you should not take the contemplated actions without first discussing them with your supervisor, the Chairman of the Audit Committee, or company management. If you are still uncomfortable, please follow the steps outlined above in the Section on "*Reporting Violations.*"

Any employee who ignores or violates any of the Company's ethical standards, and any manager who penalizes a subordinate for trying to following these ethical standards, will be subject to corrective action, including immediate dismissal. However, it is not the threat of discipline that should govern your actions. The Company expects you to share its belief that a dedicated commitment to ethical behavior is the right thing to do and is good business, as well as being the surest way for the Company to remain a world class organization.

Re: Certification of the SiRF Technology Holdings, Inc. Code of Ethics and Business Conduct for Employees, Officers, and Director

Dear Employee:

Enclosed is a copy of the SiRF Technology Holdings, Inc. Code of Ethics and Business Conduct for employees, officers and directors. As you will see from the Code of Ethics and Business Conduct, the consequences of unethical conduct can be severe to both the individual involved and the company.

Please take a few minutes right now to read the enclosed Code of Ethics and Business Conduct and then sign and return the attached copy of this letter to Human Resources; alternatively, you may acknowledge the policy online by logging onto OMS and selecting the "Online Document Approval" button from the Main Menu.

Sincerely,



Geoffrey Ribar
Chief Financial Officer

ACKNOWLEDGMENT

The undersigned hereby acknowledges that he/she has read and understands, and agrees to comply with, the Code of Ethics and Business Conduct for employees, officers and directors, a copy of which was distributed with this letter.

Dated: _____

Signature _____

Print name: _____