

SPREADTRUM COMMUNICATIONS, INC.

FOREIGN CORRUPT PRACTICES ACT COMPLIANCE POLICY

(As adopted December 15, 2006, Effective June 26, 2007)

The Foreign Corrupt Practices Act of 1977, as amended (the “**FCPA**”) amended the U.S. federal securities laws to expand the authority of the U.S. federal government to deal with improper business practices and to create new powers to determine just what constitutes such improper practices.

The FCPA was enacted to deter illegal corporate payments by: (1) prohibiting certain payments or promises to foreign officials (anti-bribery provisions); (2) requiring corporations to keep adequate records of the dispositions of their assets; and (3) making corporations responsible for internal monitoring of their accounting practices. The provisions of the FCPA in each of these areas are summarized below.

It is the policy of Spreadtrum Communications, Inc. (the “**Company**”) that officers, directors, employees, agents and shareholders of the Company shall comply with the FCPA.

Because the FCPA contains a number of complex and technical provisions, you should carefully review this Compliance Policy and consult with the Company’s Chief Financial Officer or General Counsel if you have any reason to believe that the FCPA may apply to a given situation.

I. ANTI-BRIBERY PROVISIONS

No employee, officer, director, agent or shareholder of the Company shall make an offer, payment or gift of any money or other item of value, directly or indirectly, to (i) a foreign official, (ii) a foreign political party, (iii) a foreign party official, (iv) a candidate for foreign political office or (v) a foreign quasi-governmental business entity for the “corrupt” purpose of obtaining or retaining business for the Company or for the purpose of directing business to any other person.

The term “corrupt” is construed to prohibit any activity, including the provision of meals, lodging or entertainment, which is meant to influence the recipient and which is done for the illegal purposes stated above. This prohibition includes payments, gifts, etc., made to influence the decision of such person or to influence the person to fail to perform his or her official functions or to use the person’s or party’s influence with a foreign government or instrumentality in order to affect or to influence any act or decision of such government or instrumentality.

Individual violations of this provision are punishable by fines of up to \$100,000 or imprisonment of up to five years, or both. Corporate violations can result in significantly larger fines.

II. EXPEDITING AND GOODWILL PAYMENTS

In certain countries it is customary or necessary to make expediting payments to ensure that government employees take routine administrative actions that the Company is lawfully entitled to pursue. It is also customary in certain countries to make payments or give gifts to individuals in order to maintain their goodwill toward the Company.

Such expediting and goodwill payments and gifts are permitted, provided that: (i) such expediting and goodwill payment or gift is nominal in amount, on both an individual and aggregate basis; (ii) each payment or gift is pre-approved in writing by the Company's Chief Financial Officer or General Counsel and by one level of management above the person making the payment or gift; (iii) no such payment or gift is incorrectly or falsely entered in or omitted from the Company's books and records; and (iv) no such payment or gift is made to obtain business or gain unfair advantage over competitors. Gifts of substantial value to or lavish entertainment of foreign officials are prohibited, because they can be construed as attempts to influence government decisions in matters affecting the Company's operations. Any entertaining of a public official, or furnishing of assistance in the form of transportation or other services, should be of such nature that the official's integrity and reputation will not be compromised.

III. REASONABLE BUSINESS EXPENSES

It may be necessary to pay certain expenses of foreign officials associated with a business transaction. Examples include, but are not limited to, the costs of travel and lodging in connection with (i) the promotion, demonstration, or explanation of the Company's products or services, (ii) the execution or performance of a contract with a foreign government, or (iii) the inspection of the Company's facilities. Other examples include costs to perform special tests on the Company's products or gifts of nominal value. The payment of such expenses is permitted provided that: (i) the expense is reasonable; (ii) the payment is pre-approved in writing by the Company's Chief Financial Officer or General Counsel and by one level of management above the person making the payment; and (iii) no such payment is incorrectly or falsely entered on or omitted from the Company's books and records.

IV. RECORD-KEEPING

All records must truly reflect the transactions they record. All assets and liabilities shall be recorded in the Company's regular books of account. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the Company's books and records for any reason. No payment shall be approved or made directly or indirectly to (i) a foreign official, (ii) a foreign political party, (iii) a foreign party official, (iv) a candidate for foreign political office or (v) a foreign quasi-governmental business entity with the intention or understanding that any part of that payment is to be used for any purpose in violation of the FCPA or for any purpose other than that described by the document supporting the payment.

V. REPORTING OF VIOLATIONS

Any employee who learns of or suspects a violation of this Policy should promptly report the matter to the Company's Chief Executive Officer, Chief Financial Officer, General Counsel or the Chairman of the Audit Committee of the Board of Directors, as appropriate in the circumstances. All managers shall be responsible for the enforcement of and compliance with this Policy, including the necessary distribution of the Policy to ensure employee knowledge and compliance.