UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2003

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 0-26277

WPCS INTERNATIONAL INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware	98-0204758
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

140 South Village Avenue
Suite 20
Exton, Pennsylvania 19341

(Address of principal executive offices)

(610) 903-0400
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 after the distribution of securities under a plan confirmed by a court. Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the registrant's classes of common equity, as of the latest practicable date: 15,691,290 shares issued and outstanding as of September 8, 2003.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

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WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

<TABLE>
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ASSETS	July 31, 2003 (UNAUDITED)	April 30, 2003
CURRENT ASSETS:		
Cash and cash equivalents	$ 929,084	$ 167,547
Accounts receivable, net of allowance of $10,679 and $11,779 at July 31, 2003 and April 30, 2003, respectively	3,070,588	2,397,236
Costs and estimated earnings in excess of billings on uncompleted contracts	946,658	408,194
Inventory	90,352	77,775
Prepaid expenses	196,473	143,113
Deferred tax assets	70,000	70,000
Total current assets	5,303,155	3,263,865
PROPERTY AND EQUIPMENT, NET	612,470	647,951
CUSTOMER LISTS, NET	472,000	499,000
GOODWILL	5,538,882	5,388,882
OTHER ASSETS	22,771	21,528
Totals	$ 11,949,278	$ 9,821,226

</TABLE>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (continued)

<TABLE>
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LIABILITIES AND SHAREHOLDERS' EQUITY	July 31, 2003	April 30, 2003

	(UNAUDITED)	
<S>	<C>	<C>
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 1,145,131	$ 1,278,443
Billings in excess of costs and estimated earnings on uncompleted contracts	1,407,155	215,819
Current maturities of capital lease obligations	2,294	2,294
Current maturities of equipment loans payable	10,327	21,268
Note payable, officer	100,000	100,000
Due to shareholders	208,207	58,207
Income taxes payable	143,000	23,700
Deferred income taxes, current portion	129,000	129,000
Total current liabilities	3,145,114	1,828,731
Capital lease obligations, net of current maturities	4,056	4,608
Deferred income taxes, net of current portion	434,000	527,000
Total Liabilities	3,583,170	2,360,339
COMMITMENTS		
SHAREHOLDERS' EQUITY:		
Preferred Stock - $0.0001 par value, 5,000,000 shares authorized		
Series C Convertible Preferred Stock, 1,000 shares designated, 1,000 shares issued and outstanding at July 31, 2003, liquidation preference $1,000,000	-	-
Common Stock - $0.0001 par value, 30,000,000 shares authorized, 14,856,604 and 13,078,844 shares issued and outstanding at July 31, 2003 and April 30, 2003, respectively	1,486	1,308
Additional paid- in capital	9,030,426	8,002,639
Accumulated deficit	(665,804)	(543,060)
Total shareholders' equity	8,366,108	7,460,887
Totals	$ 11,949,278	$ 9,821,226

</TABLE>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

<TABLE>
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<S>	Three Months Ended July 31, 2003 <C>	2002 <C>
SALES	$ 3,096,483	$ 393,124
COST OF SALES	2,029,246	303,177
GROSS PROFIT	1,067,237	89,947
OPERATING EXPENSES:		
Selling expenses	16,236	5,275
General and administrative expenses, including $129,965 of non-cash compensation expense for the three months ended July 31, 2003	1,069,063	183,789
Depreciation and amortization	63,682	1,543
Total	1,148,981	190,607
LOSS BEFORE PROVISION FOR INCOME TAXES	(81,744)	(100,660)
Provision for income taxes	(41,000)	-
NET LOSS	(122,744)	(100,660)
Imputed dividends accreted on Convertible Series B Preferred stock	-	(173,000)
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ (122,744)	$ (273,660)
Basic net loss per common share	$ (0.01)	$ (0.03)
Basic weighted average number of common shares outstanding	13,252,755	8,400,632

</TABLE>

The accompanying notes are an integral part of these condensed consolidated financial statements

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED JULY 31, 2003
(UNAUDITED)

<TABLE>
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<S>	PREFERRED STOCK SHARES <C>	PREFERRED STOCK AMOUNT <C>	COMMON STOCK SHARES <C>	COMMON STOCK AMOUNT <C>	ADDITIONAL PAID-IN CAPITAL <C>	ACCUMULATED DEFICIT <C>	TOTAL STOCKHOLDERS' EQUITY <C>
BALANCE MAY 1, 2003	1,000	$ -	13,078,844	$ 1,308	$8,002,639	$ (543,060)	$7,460,887
Issuance of common stock through private placement	-	-	1,777,760	$ 178	897,822	-	898,000
Fair value of stock options granted to nonemployees	-	-	-	-	129,965	-	129,965
NET LOSS	-	-	-	-	-	(122,744)	(122,744)
BALANCE, JULY 31, 2003	1,000	$ -	14,856,604	$ 1,486	$9,030,426	$ (665,804)	$8,366,108

</TABLE>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<TABLE>
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	Three Months Ended July 31, 2003	Three Months Ended July 31, 2002
OPERATING ACTIVITIES:		
<S>	<C>	<C>
Net loss	$ (122,744)	$ (100,660)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	63,682	1,543
Provision for doubtful accounts	(1,100)	-
Fair value of stock options granted to non-employees	129,965	-
Deferred income taxes	(93,000)	-
Changes in operating assets and liabilities:		
Accounts receivable	(672,252)	(205,541)
Costs and estimated earnings in excess of billings on uncompleted contracts	(538,464)	-
Inventory	(12,577)	(3,266)
Prepaid expenses	(53,360)	(117,500)
Other assets	(1,243)	-
Accounts payable and accrued expenses	(133,312)	99,499
Billings in excess of costs and estimated earnings on uncompleted contracts	1,191,336	-
Income taxes payable	119,300	-
NET CASH USED IN OPERATING ACTIVITIES	(123,769)	(325,925)
INVESTING ACTIVITIES:		
Acquisition of property and equipment	(1,201)	-
NET CASH USED IN INVESTING ACTIVITIES	(1,201)	-
FINANCING ACTIVITIES:		
Cash received in reverse acquisition	-	3,257
Proceeds from sale of preferred stock	-	455,000
Proceeds from issuance of common stock	898,000	-
Repayment of notes payable-bank	-	(9,115)
Repayment of equipment loans payable	(10,941)	-
Payments of capital lease obligations	(552)	(500)

NET CASH PROVIDED BY FINANCING ACTIVITIES	886,507	448,642
NET INCREASE IN CASH AND CASH EQUIVALENTS	761,537	122,717
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	167,547	15,554
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 929,084	$ 138,271

</TABLE>

The accompanying notes are an integral part of these condensed consolidated financial statements

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS-continued

<TABLE>
<CAPTION>

	(UNAUDITED) Three Months Ended July 31, 2003	2002
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
<S>	<C>	<C>
Cash paid during the period for:		
Interest	$ 1,778	$ 220
Income taxes	$ 22,077	$ 190
SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Issuance of 64 shares of Series B preferred stock as payment of advances from shareholder and accounts payable	$ -	$ 64,000
Imputed Series B preferred stock dividend attributable to a beneficial conversion feature	$ -	$ 173,000
Earn-out consideration unpaid relating to an acquisition	$ 150,000	$ -

</TABLE>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for quarterly reports on Form 10-QSB and do not include all of the information and footnote disclosures required by accounting principles generally accepted in the United States of America. Accordingly, the unaudited condensed financial statements should be read in conjunction with our audited consolidated financial statements and notes thereto for the fiscal year ended April 30, 2003. The accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of normal recurring accruals), which are, in the opinion of the management, considered necessary for a fair presentation of financial position, results of operations, and cash flows for the interim periods. Operating results for the three month period ended July 31, 2003 are not necessarily indicative of the results that may be expected for the fiscal year ending April 30, 2004.

The accompanying unaudited condensed consolidated financial statements include the accounts of WPCS International Incorporated ("WPCS") and its wholly owned subsidiaries, WPCS Acquisition Corp. (which changed its name to WPCS Incorporated) ("Subsidiary"), Invisinet Inc. ("Invisinet") from November 13, 2002 (date of acquisition) and Walker Comm Inc. ("Walker") from December 30, 2002 (date of acquisition), collectively the "Company". For the three months ended July 31, 2002, the statements of operations, shareholders' equity and cash flows are that of WPCS Holdings, Inc. ("Holdings"), the accounting acquirer of the business of Phoenix Star Ventures, Inc. ("PSVI") as explained below.

The Company is a project engineering company that focuses on the implementation requirements of specialty communication systems, wireless fidelity (WiFi) deployment and fixed wireless deployment. It provides complete wireless solutions including best of breed wireless products, engineering services and deployment. The Company defines wireless deployment as the internal and external design and installation of a fixed wireless solution to support voice/data/video transmission between two or more points without the utilization of landline infrastructure. The Company generates its revenues from product sales and services. There are multiple products associated with the deployment of a fixed wireless solution including radios, repeaters, amplifiers, antennas, cabling and specialty components. There are also important services such as spectrum analysis, site surveys, site design, tower construction, mounting and alignment.

WPCS is the successor-consolidated entity formed by the merger, on May 17, 2002, of PSVI, a newly formed, wholly owned subsidiary of PSVI and Holdings, a Delaware corporation.

On May 17, 2002, PSVI a publicly held "shell company", became the legal acquirer of Holdings by issuing 5,500,000 shares of its common stock to the shareholders of Holdings in exchange for all of the outstanding common shares of Holdings. The former shareholders of Holdings, immediately after the business combination, owned the majority of the combined companies. Accordingly, the business combination has been accounted for as a reverse acquisition, whereby, for accounting purposes, Holdings is the accounting acquirer and PSVI is the accounting acquiree. The condensed consolidated financial statements of the Company include the accounts of PSVI since its acquisition. The cost of the acquisition approximated the fair value of the net assets of PSVI that were acquired, and accordingly, assets, liabilities and the outstanding preferred stocks of PSVI were initially recorded at historical carrying values.

NOTE 1 - BASIS OF PRESENTATION-(Continued)

On May 24, 2002, PSVI's principal shareholder returned 500,000 shares of its common stock to the Company, without compensation. Subsequently, these common shares were retired and cancelled.

On November 13, 2002, the Company acquired all of the outstanding shares of Invisinet from its shareholders in exchange for an aggregate of 1,000,000 newly issued shares of the Company's common stock. An additional 150,000 shares of the Company's common stock were to be issued to a shareholder, provided Invisinet achieved certain financial targets over a two year period beginning on the first anniversary date of the merger. On May 27, 2003, the Company and the shareholder mutually agreed to cancel the issuance of bonus shares and in exchange, issued options to purchase 300,000 shares of the Company's common stock

On December 30, 2002, the Company acquired all of the outstanding shares of Walker in exchange for an aggregate of 2,486,000 newly issued shares of the Company's common stock and $500,000 cash consideration. An additional $500,000 is payable contingent upon Walker achieving certain net profits, to be paid in quarterly distributions equal to 75% of net income, which would increase the purchase price.

NOTE 2 - SUMMARY OF SELECTED SIGNIFICANT ACCOUNTING POLICIES

A summary of selected accounting policies consistently applied in the preparation of the accompanying consolidated financial statements follows:

Goodwill

Effective May 1, 2002, the Company adopted Statement of Financial Standards ("SFAS") No. 142, Goodwill and Other Intangible Assets. In accordance with the guidelines of this accounting standard, goodwill and indefinite-lived intangible assets are no longer amortized but are assessed for impairment on at least an annual basis. SFAS No. 142 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment. SFAS No. 142 requires that goodwill be tested for impairment upon adoption and at least annually

thereafter, utilizing a two-step methodology. The initial step requires the Company to determine the fair value of the business acquired (reporting unit)and compare it to the carrying value, including goodwill, of such business (reporting unit). If the fair value exceeds the carrying value, no impairment loss would be recognized. However, if the carrying value of the reporting unit exceeds its fair value, the goodwill of the unit may be impaired. The amount, if any, of the impairment is then measured in the second step.
The Company determined the fair value of the businesses acquired for purposes of this test primarily by using a discounted cash flow valuation technique. Significant estimates used in the valuation include estimates of future cash flows, both future short-term and long- term growth rates, and estimated cost of capital for purposes of arriving at a discount factor. On an ongoing basis, the Company expects to perform its annual impairment test during the fourth quarter absent any interim impairment indicators.

NOTE 2 - SUMMARY OF SELECTED SIGNIFICANT ACCOUNTING POLICIES (Continued)
Revenue recognition

Wireless sales
Revenue consists of the sale of wireless products and services associated with their deployment. Product sales are recognized when installed and service revenues are recognized when services are provided.

Contracts

The Company records profits on contracts on a percentage-of-completion basis on the cost to cost method. Contracts in process are valued at cost plus accrued profits less earned revenues and progress payments on uncompleted contracts. Contracts are generally considered substantially complete when engineering is completed and/or site construction is completed. The Company includes in operations pass-through revenue and costs on cost-plus contracts, which are customer-reimbursable materials, equipment and subcontractor costs, when the Company determines that it is responsible for the engineering specification, procurement and management of such cost components on behalf of the customer.

The Company has numerous contracts that are in various stages of completion. Such contracts require estimates to determine the appropriate cost and revenue recognition. The Company has a history of making reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs. However, current estimates may be revised as additional information becomes available. If estimates of costs to complete long-term contracts indicate a loss, provision is made currently for the total loss anticipated. The elapsed time from award of a contract to completion of performance may be up to two years.

Earnings (Loss) Per Share

Earnings (Loss) per common share is computed pursuant to SFAS No. 128, "Earnings Per Share" ("EPS"). Basic income (loss) per share is computed as net income (loss) available to common shareholders divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common stock issuable through stock options, restrictive stock awards, warrants and other convertible securities. At July 31, 2003, the Company had 1,000 shares of Series C Convertible Preferred Stock with potential conversion into 1,786,000 shares of the Company's common stock, and 2,638,000 stock options grants outstanding. Diluted EPS is not presented since the effect of the assumed exercise of options and the assumed conversion of the Series C convertible preferred stock would be antidilitive.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. The most significant estimates relate to the calculation of percentage of completion on uncompleted contracts, allowance for doubtful accounts, valuation of inventory and life of customer lists. Actual results could differ from those estimates.

NOTE 3 - COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

Costs and estimated earnings on uncompleted contracts consist of the following at July 31, 2003:

Costs incurred on uncompleted contracts	$ 5,625,623
Estimated contract profit	1,644,097
	7,269,720
Less: billings to date	7,730,217
	$ (460,497)
Costs and estimated earnings in excess of billings	$ 946,658
Billings in excess of costs and estimated earnings on uncompleted contracts	(1,407,155)
	$ (460,497)

NOTE 4 - RELATED PARTY TRANSACTIONS

In connection with the acquisition of Walker, an additional $500,000 is payable to the Walker shareholders, provided Walker achieves certain net profits, to be paid in quarterly distributions equal to 75% of net income. For the three months ended July 31, 2003, an additional $150,000 was payable to the Walker shareholders against this earn-out provision, accordingly, the goodwill was increased by $150,000. At July 31, 2003, the total payable to the Walker shareholders under this earn-out provision was $208,207.

In connection with the acquisition of Walker, the Company assumed a ten-year lease with trusts, of which, certain officers of the Company are the trustees, for a building and land located in Fairfield, California, which is occupied by its Walker subsidiary. For the three months ended July 31, 2003, $14,000 was paid as rent for this lease.

NOTE 5 - STOCK OPTION PLAN

The Company established a nonqualified stock option plan pursuant to which options to acquire a maximum of 5,000,000 shares of the Company's common stock were reserved for grant (the "2002 Plan"). Under the terms of the 2002 Plan, the options, which expire five years after grant, are exercisable at prices equal to the fair market value of the stock at the date of the grant and become exercisable in accordance with terms established at the time of the grant. At July 31, 2003, there were 2,362,000 shares available for grant under the 2002 Plan. No options were granted as of July 31, 2002.

The Company applies the intrinsic value method in accounting for its stock-based compensation plan pursuant to the provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations, and, accordingly, when the exercise price of an employee stock option granted by the Company is equal to or greater than the market price of the underlying stock on the date of grant, no compensation expense is recognized.

NOTE 5 - STOCK OPTION PLAN (Continued)

The Company has elected the disclosure only provisions of Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation," as amended by SFAS No. 148, "Accounting for Stock-Based Compensation- Transition and Disclosure, an amendment to of FASB Statement 123". Had the Company measured compensation under the fair value based method for stock options granted, the Company's net loss attributable to common shareholders and net loss per share attributable to common shareholders for the three months ended July 31, 2003 would have been as follows:

Net loss attributable to common shareholders	
As reported	$ (122,744)
Pro forma	$ (192,990)

Net loss per share attributable to common shareholders		
As reported	$	(0.01)
Pro forma	$	(0.01)

The fair value of each option grant was estimated on the date of grant using the Black-Scholes Option pricing model with the following assumptions for the three months ended July 31, 2003: Risk-free interest rate of 2%, dividend yield of 0%, expected life of 5 years and volatility of 71.6%.

NOTE 6 - SHAREHOLDERS' EQUITY

On June 25, 2003, (and amended on July 24, 2003), the Company offered in a private placement, up to 100 units (the Units) for sale to accredited investors at a price of $25,000 per Unit (the Offering). The Offering was on a "best efforts" basis of a minimum offering of $1,000,000 and a maximum offering of $2,500,000. Each Unit consists of (i) 44,444 shares of the Company's common stock, and (ii) warrants to purchase 44,444 shares of common stock, exercisable for a period of three years at an exercise price of $0.90 per share (the Warrants). The Warrants may be redeemed in whole or in part at the option of the Company, if the closing price of the Company's common stock is at least $1.25 per share on average for 10 consecutive trading days, ending not earlier than 30 days before the Warrants are called for redemption. In connection with the offering, the placement agent was issued warrants to purchase 665,000 shares of the Company's common stock, exercisable for a period of three years, at an exercise price of $0.75 per share. Through July 31, 2003, the Company sold 40 Units and received proceeds of $898,000, net of placement agents commission from the Offering and issued 1,777,760 shares.

On May 1, 2003 and May 27, 2003, the Company granted options to purchase 1,350,000 shares of its common stock to certain consultants. The options have exercise prices ranging from $0.45 to $1.50. Of this, 50,000 options expire on May 1, 2005 and the remaining 1,300,000 options expire on May 27, 2004. The Company has valued these options and recorded $129,965 of expense for the three months ended July 31, 2003.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 7 - SEGMENT REPORTING

The Company's reportable segments are determined based upon the nature of the products and services, the external customers and customer industries and the sales and distribution methods used to market the products. The Company has two reportable segments: WPCS and Walker. WPCS includes WPCS Incorporated and Invisinet, which provides wireless solutions. Walker is in the business of structured cabling. The Company evaluates performance based upon profit or loss from operations. Segment reporting commenced after the Company acquired Walker in December 2002. Prior to that date, the Company operated as only one segment. Segment results for the three months ending July 31, 2003 are as follows:
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<S>	CORPORATE <C>	WPCS <C>	WALKER <C>	Total <C>
Sales	$ -	$ 620,589	$ 2,475,894	$ 3,096,483
Net (loss) income before income taxes	$ (215,890)	$ (14,401)	148,547	(81,744)
Goodwill		$ 1,627,044	$ 3,911,838	$ 5,538,882
Total assets	$ 955,898	$ 3,694,575	$ 7,298,805	$ 11,949,278

</TABLE>

NOTE 10 - SUBSEQUENT EVENTS

On August 13, 2003, all 1,000 Series C Preferred shares were converted into 1,786,000 shares of the Company's common stock.

On August 22, 2003, the Company entered into an agreement and completed a merger with Clayborn Contracting Group, Inc, a California corporation ("Clayborn"). The Company acquired all of the issued and outstanding shares of Clayborn in exchange for $900,000 cash consideration and 826,446 newly issued shares of the Company's common stock with a fair value of approximately $868,000 based on the average value of the Company's common stock as of a few days before and after the merger terms were agreed to and announced. An additional $1,100,000 is payable by the delivery to the Clayborn shareholders of 50% of the post tax profits of Clayborn, payable in quarterly distributions, which would increase the purchase price. Based on the historical net assets acquired from Clayborn of approximately $1,007,000, the Company preliminarily expects to recognize goodwill of approximately $760,000. Upon completion of a formal purchase price allocation there may be a decrease in the amount assigned to goodwill and a corresponding increase in tangible or intangible assets. The acquisition of Clayborn will provide the Company additional wireless opportunities, expansion of the current customer base, and access to additional project engineers.

NOTE 10 - SUBSEQUENT EVENTS(Continued)

Through September 5, 2003, the Company sold the remaining 60 Units in connection with the Offering, received additional proceeds of $1,347,500, net of placement agents commission from the Offering and issued 2,666,640 shares of its common stock.

Item 2. Management's Discussion and Analysis

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto set forth in Item 1of this Quarterly Report. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions, which could cause actual results to differ materially from Management's expectations. Factors that could cause differences include, but are not limited to, expected market demand for the Company's products, fluctuations in pricing for products distributed by the Company and products offered by competitors, as well as general conditions of the telecommunications marketplace.

Overview

WPCS International Incorporated is a project engineering company that focuses on the implementation requirements of specialty communication systems, wireless fidelity (WiFi) deployment and fixed wireless deployment. WPCS offers the ability to integrate superior solutions across a vast majority of communication requirements. The Company defines wireless deployment as the internal and external design and installation of a fixed wireless solution to support voice/data/video transmission between two or more points without the utilization of landline infrastructure. The Company generates its revenues from product sales and services. There are multiple products associated with the deployment of a fixed wireless solution including radios, repeaters, amplifiers, antennas, cabling and specialty components. There are also important services such as spectrum analysis, site surveys, site design, tower construction, mounting and alignment.

Significant Transactions and Events

On May 17, 2002, pursuant to the agreement and plan of merger, Phoenix Star Ventures Inc. ("PSVI"), a publicly held corporation, acquired WPCS Holdings Inc., a Delaware corporation ("Holdings") by issuing 5,500,000 shares of its common stock to shareholders of Holdings in exchange of all the outstanding shares of Holdings. The shareholders of Holdings, after the acquisition, owned the majority of the combined company. Accordingly, the combination has been accounted for as a reverse acquisition, whereby, for accounting purposes, Holdings is the accounting acquirer and PSVI is the accounting acquiree. Concurrently with the acquisition, PSVI, the parent company, changed its name to WPCS International Incorporated ("WPCS" or the Company).

On November 13, 2002, the Company entered into an agreement and completed a merger with Invisinet Acquisitions Inc., a wholly owned subsidiary of the Company, and Invisinet, Inc. ("Invisinet"), an unrelated Delaware corporation. Pursuant to the terms of the Agreement and Plan of Merger, Invisinet Acquisitions, Inc. acquired 100% of the common stock of Invisinet, by issuing 1,000,000 shares of the Company's common stock with a fair value of $1,750,000, based on the average value of the Company's common stock as of a few days before and after the merger was announced. Based on the net assets acquired of Invisinet, the Company recognized goodwill of approximately $1,627,000. Subsequently, Invisinet Acquisitions Inc. was merged into Invisinet with Invisinet being the surviving company. Invisinet is in the same business as the Company, providing fixed wireless technology solutions to its customers.

On December 30, 2002, the Company through its wholly owned subsidiary Walker Comm Merger Corp. ("Subsidiary") acquired all of the outstanding common stock of Walker Comm, Inc. ("Walker"). The aggregate consideration paid by the Company for the entire equity interest in Walker was approximately $5,113,000. As a result of and at the effective time of the merger, all of the issued and outstanding shares of common stock, par value $1.00 per share, of Walker were exchanged for aggregate merger consideration consisting of $500,000 in cash and the common stock of the Company with a value of approximately $4,574,000, or 2,486,000 shares valued at $1.84 per share based on the average value of the

Company's common stock as of a few days before and after the merger was announced. Based on the net assets acquired of Walker, the Company recognized goodwill of approximately $3,762,000. Subsequently on that date, the Subsidiary was merged with and into Walker, with Walker being the surviving corporation. Walker then became a wholly owned subsidiary of WPCS.

Results of Operations

WPCS started its operations in December of 2001. The Company did not record any significant sales and operations for the three months ended July 31, 2002. Therefore, for the purpose of discussion of results of operations, limited comparison is made to operations for those periods. The Company has two reportable segments, Walker and WPCS. WPCS includes WPCS Incorporated and Invisinet. Walker is a full service contractor specializing in the engineering and installation of fiber optics, voice and data cabling, audio/visual systems, and networking. WPCS specializes in WiFi deployment for indoor wireless connectivity, mobile wireless connectivity and fixed wireless deployment. Results for the Walker and WPCS segments are discussed as follows.

THREE MONTHS ENDED JULY 31, 2003 AND JULY 31, 2002

Sales

Net sales for the three months ended July 31, 2003 were approximately $3,096,000, as compared to $393,000 in the three months ended July 31, 2002. The increase in sales during the quarter ended July 31, 2003, compared to the same period in 2002 is a result of the acquisitions of Invisinet and Walker, which accounted for $3,049,000 of the total sales for the quarter.

Total sales from the Walker segment for the three months ended July 31, 2003 was approximately $2,476,000, or approximately 80% of total sales. WPCS segment sales for the three months ended July 31, 2003 was approximately $620,000 or 20% of total sales for the quarter.

Gross Profits

In the case of the WPCS segment, cost of sales consists of component and material costs and direct labor cost payments to third party sub-contractors for its installation. For the Walker segment, cost of sales consists of direct costs on contract, including materials, labor, and other overhead costs. The Company's gross profit margin varies from job to job. For the three months ended July 31, 2003, the Company's gross profits were approximately $1,067,000, reflecting a gross profit margin of 34.5%. For the three months ended July 31, 2002, gross profit was approximately $89,000, resulting in a gross profit margin was 22.9%. The increase in total Company gross profit margin is due to the increase in project service business relative to the product revenues, as a result of the acquisitions of Invisinet and Walker.

The Walker segment gross profit for the three months ended July 31, 2003 was approximately $882,000, reflecting a gross profit margin of 35.6%. WPCS segment gross profit for the three months ended July 31, 2003 was approximately $185,000, resulting in a gross profit margin of 29.8%.

Selling expenses

Selling expenses include expenses incurred for marketing and promotional activities. For the three months ended July 31, 2003, and 2002, total selling expenses were $16,000 and $5,000, respectively. We expect selling expenses to increase in the near future as we start to market our products and services in expanded markets.

General and administrative expenses

For the three months ended July 31, 2003, total general and administrative expenses were $1,069,000, or 34.5% of total sales. Included in general and administrative expenses are $354,000 for salaries, commissions, and payroll taxes and $197,000 in professional fees. Walker employs union employees for whom it paid $227,000 in union benefits. Insurance costs were $129,000 and rent for office facilities was $48,000. Other general and administrative expenses totaled $114,000.

For the three months ended July 31, 2002, general and administrative expenses were $184,000 or 46.8% of sales. Included in the general and administrative expenses are $64,000 for salaries, commissions and payroll taxes and $96,000 in professional fees. Rent for our office facilities amounted to $8,000. Other general and administrative expenses totaled $16,000.

Net loss

We incurred a net loss of approximately $123,000 for the three months ended July 31, 2003. The net loss for the quarter ended July 31, 2003 included a non-cash charge of approximately $130,000 for the excess of fair value of stock options granted to certain consultants over their exercise price, to purchase 1,350,000 shares of the Company's common stock. In accordance with SFAS No. 123, stock options granted to non-employees are required to be expensed based on the fair value of the equity instruments or fair value of the consideration received. The net loss also included income tax expense of $41,000 to provide for state income taxes and certain book-to-tax income permanent differences.

We incurred a net loss attributable to common shareholders of approximately $274,000 for the three months ended July 31, 2002, which included a non-cash charge of $173,000 for imputed dividends on preferred stock.

Liquidity and capital resources

At July 31, 2003, we had working capital of $2,158,000, which consisted of current assets of approximately $5,303,000 and current liabilities of $3,145,000. Current assets included $929,000 in cash, $4,017,000 in accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts, $90,000 in inventories, $197,000 in prepaid expenses, and $70,000 in deferred tax assets. Current liabilities included $2,552,000 in accounts payable, accrued expenses and billings in excess of costs and estimated earnings on uncompleted contracts, $100,000 payable to an officer of the Company, $208,000 payable to shareholders of the Company, $143,000 income taxes payable, $129,000 in current portion of deferred income taxes, and $13,000 in other current liabilities.

We utilized $124,000 in cash from operating activities during the three months ended July 31, 2003. This was mainly comprised of a $123,000 net loss for the quarter, offset by $100,000 in net non-cash charges, a $672,000 net increase in accounts receivable, $538,000 increase in costs and estimated earnings in excess of billings on uncompleted contracts, $133,000 decrease in accounts payable and accrued expenses, $1,191,000 increase in billings in excess of costs and estimated earnings on uncompleted contracts, $119,000 increase in income taxes payable and a $67,000 net increase in other current assets and liabilities.

The Company's financing activities generated cash of $887,000 during the three months ended July 31, 2003. This was comprised primarily of net proceeds of $898,000 received from the sale of the Company's common stock in a private placement. On June 25, 2003, (and amended on July 24, 2003), the Company offered in a private placement memorandum, up to 100 units (the Units) for sale to accredited investors at a price of $25,000 per Unit (the Offering). The Offering was on a "best efforts" basis of a minimum offering of $1,000,000 and a maximum offering of $2,500,000. Each Unit consists of (i) 44,444 shares of the Company's common stock, and (ii) warrants to purchase 44,444 shares of common stock, exercisable for a period of three years at an exercise price of $0.90 per share (the Warrants). The Warrants may be redeemed in whole or in part at the option of the Company, if the closing price of the Company's common stock is at least $1.25 per share on average for 10 consecutive trading days, ending not earlier than 30 days before the Warrants are called for redemption. Through September 5, 2003, the Company sold the remaining 60 Units in connection with the Offering, and received additional proceeds of $1,347,500, net of placement agent's commission from the Offering. In connection with the offering, the placement agent was issued warrants to purchases 665,000 shares of the Company's common stock at an exercise price of $0.75 per share.

On August 22, 2003, the Company entered into an agreement and completed a merger with Clayborn Contracting Group, Inc., a California corporation ("Clayborn"). The Company acquired all of the issued and outstanding shares of Clayborn in exchange for $900,000 cash consideration and 826,446 newly issued shares of the Company's common stock with a fair value of approximately $868,000 based on the average value of the Company's common stock as of a few days before and after the merger terms were agreed to and announced. An additional $1,100,000 is payable by the delivery to the Clayborn shareholders of 50% of the post tax profits of Clayborn, payable in quarterly distributions, which would increase the purchase price. Based on the historical net assets acquired from Clayborn of approximately $1,007,000, the Company preliminarily expects to recognize goodwill of approximately $760,000. Upon completion of a formal purchase price allocation there may be a decrease in the amount assigned to goodwill and a corresponding increase in tangible or intangible assets. The acquisition of Clayborn will provide the Company additional wireless opportunities, expansion of the current customer base, and access to additional project engineers.

Our capital requirements depend on numerous factors, including market for our products and services, the resources we devote to developing, marketing, selling and supporting our products and services, the timing and extent of establishing additional markets and other factors. We expect that our cash and investment balances will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months. After that, we may need to raise additional funds for a number of uses. We may not be able to obtain additional funds on acceptable terms, or at all. We expect to devote substantial capital resources to search for, investigate and, potentially, acquire new businesses, companies or technologies. We acquired Invisinet and Walker without using much cash, by issuing the Company's common stock. The sale of additional equity or convertible debt securities may result in additional dilution to our shareholders.

Critical Accounting Policies

Financial Reporting Release No. 60, published by the SEC, recommends that all companies include a discussion of critical accounting policies used in the preparation of their financial statements. While all these significant accounting policies impact its financial condition and results of operations, the Company views certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on the Company's consolidated financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates.

The Company believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause a material effect on the Company's consolidated results of operations, financial position or liquidity for the periods presented in this report.

The accounting policies identified as critical are as follows:

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. The most significant estimates relate to estimation of percentage of completion on uncompleted contracts, valuation of inventory, allowance for doubtful accounts and estimated life of customer lists. Actual results could differ from those estimates.

Goodwill and other Long-lived Assets

We assess the impairment of long-lived assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable from the estimated future cash flows expected to result from their use and eventual disposition. Our long-lived assets subject to this evaluation include property and equipment and amortizable intangible assets. We assess the impairment of goodwill annually in our fourth fiscal quarter and whenever events or changes in circumstances indicate that it is more likely than not that an impairment loss has been incurred. Intangible assets other than goodwill are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable. We are required to make judgments and assumptions in identifying those events or changes in circumstances that may trigger impairment.

Our impairment review is based on comparing the fair value to the carrying value of the reporting units with goodwill. The fair value of a reporting unit is measured at the business unit level using a discounted cash flow approach that incorporates our estimates of future revenues and costs for those business units. Reporting units with goodwill include our Invisinet business unit, which are operating segments within our fixed wireless reportable segment, and our Walker Comm structured cabling reporting unit, which is a reportable segment. Our estimates are consistent with the plans and estimates that we are using to manage the underlying businesses. If we fail to deliver products and services for these business units, or market conditions for these businesses fail to improve, our revenue and cost forecasts may not be achieved and we may incur charges for goodwill impairment, which could be significant and could have a material adverse effect on our net equity and results of operations.

Revenue recognition

Wireless sales

Revenue consists of the sale of wireless products and services associated with their deployment. Product sales are recognized when installed and service revenues are recognized when services are provided.

Contracts

The Company records profits on contracts on a percentage-of-completion basis on the cost to cost method. Contracts in process are valued at cost plus accrued profits less earned revenues and progress payments on uncompleted contracts. Contracts are generally considered substantially complete when engineering is completed and/or site construction is completed. The Company includes pass-through revenue and costs on cost-plus contracts, which are customer-reimbursable materials, equipment and subcontractor costs, when the Company determines that it is responsible for the engineering specification, procurement and management of such cost components on behalf of the customer.

The Company has numerous contracts that are in various stages of completion. Such contracts require estimates to determine the appropriate cost and revenue recognition. The Company has a history of making reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs. However, current estimates may be revised as additional information becomes available. If estimates of costs to complete long-term contracts indicate a loss, provision is made currently for the total loss anticipated. The elapsed time from award of a contract to completion of performance may be up to two years.

Recently issued accounting pronouncements

In June 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 143, "Accounting for Asset Retirement Obligations," which is effective for years beginning after June 15, 2002. SFAS No. 143 addresses legal obligations associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development or normal operation of a long-lived asset. The standard requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. Any associated asset retirement costs are to be capitalized as part of the carrying amount of the long-lived asset and expensed over the life of the asset. The impact of the adoption of SFAS No. 143 is not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which is effective for fiscal years beginning after December 15, 2001. SFAS No. 144 clarifies accounting and reporting for assets held for sale, scheduled for abandonment or other disposal, and recognition of impairment loss related to the carrying value of long-lived assets. The Company has adopted SFAS No. 144 for the year beginning May 1, 2002. The adoption of SFAS 144 did not have a material effect on the Company's consolidated financial position, results of operations or cash flows.

In June 2002, the FASB issued SFAS No.146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No.146 nullifies Emerging Issues Task Force Issue No. 94-3 and requires that a liability for a cost associated with and exit or disposal activity be recognized when the liability is incurred. This statement also establishes that fair value is the objective for initial measurement of the liability.

SFAS No.146 is effective for exit or disposal activities that are initiated after December 31, 2002. The impact of the adoption of SFAS No. 146 is not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In December 2002, the FASB issued SFAS No.148, "Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No.123." SFAS No.148 amends SFAS No.123,"Accounting for Stock-Based Compensation," to provide alternative methods of transition for an entity that voluntarily changes to the fair value-based method of accounting for stock-based employee compensation. It also amends the disclosure provisions of that Statement to require prominent disclosure about the effects on reported net income of an entity's accounting policy decisions with respect to stock-based employee compensation. The Company has chosen to continue to account for stock-based compensation using the intrinsic value method prescribed in APB Opinion No.25 and the related SFAS No. 123. The adoption of SFAS 148 did not have a material effect on the Company's consolidated financial position, results of operations or cash flows.

In November 2002, the FASB issued FASB Interpretation No.45, ("FIN No. 45") "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." FIN No.45 requires that upon issuance of a guarantee, a guarantor must recognize a liability for the fair value of an obligation assumed under a guarantee. FIN No. 45 also requires additional disclosures by a guarantor in its interim and annual financial statements about the obligations associated with guarantees issued. The recognition provisions of FIN No.45 are effective for any guarantees issued or modified after December 31, 2002. The disclosure requirements are effective for financial statements of interim or annual periods ending December 15, 2002. The adoption of the disclosure requirements of FIN No. 45 did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In January 2003, the FASB issued FASB Interpretation No.46 ("FIN No. 46") "Consolidation of Variable Interest Entities." In general, a variable interest entity is a corporation, partnership, trust, or any other legal structure used for business purposes that either (a) does not have equity investors with voting rights or (b) has equity investors that do not provide sufficient financial resources for the entity to support its activities. A variable interest entity often holds financial assets, including loans or receivables real estate or other property. A variable interest entity may be essentially passive or it may engage in activities on behalf of another company. Until now, a company generally has included another entity in its consolidated financial statements only if it controlled the entity through voting interests.

FIN No.46 changes that by requiring a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. FIN No. 46's consolidation requirements apply immediately to variable interest entities created or acquired after January 31, 2003. The consolidation requirements apply to older entities in the first fiscal year on interim period beginning after June 15, 2003. Certain of the disclosure requirements apply to all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. The Company has not adopted FIN No.46 for the year ended April 30, 2003. The Company does not expect FIN 46 to have a material effect on its consolidated financial position, results of operations or cash flows.

In May 2003, the Financial Accounting Standards Board issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." SFAS No. 150 changes the accounting for certain financial instruments that, under previous guidance, issuers could account for as equity. The new statement requires that those instruments be classified as liabilities in statements of financial position. Most of the guidance in SFAS No. 150 is effective for all financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of our first quarter for fiscal 2004. The Company does not expect the adoption of this statement to have a material impact on its consolidated financial position, results of operations or cash flows.

Forward Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. Those statements include statements regarding the intent, belief or current expectations of the Company and members of its management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Readers are urged to carefully review and consider the various disclosures made by the Company in this report and in the Company's other reports filed with the Securities and Exchange Commission. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. The Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. The Company believes that its assumptions are based upon reasonable data derived from and known about its business and operations and the business and operations of the Company. No assurances are made that actual results of operations or the results of the Company's future activities will not differ materially from its assumptions.

ITEM 3. CONTROLS AND PROCEDURES

Evaluation of disclosures. The Chief Executive Officer and the Chief Financial Officer of the Company have evaluated the effectiveness of the design and operation of the Company's system of disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Exchange Act) as of July 31, 2003. As a result of that evaluation, they have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Changes in internal controls. There were no significant changes in internal controls or other factors that could significantly affect the Company's internal controls subsequent to the date of our evaluation. There were no discoveries of any significant deficiencies or material weaknesses in such controls that would require the Company to take corrective actions.

Part II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

From time to time the Company is subject to litigation incidental to its business. Such claims, if successful, could exceed applicable insurance coverage. The Company is not currently a party to any material legal proceedings.

Item 2. CHANGES IN SECURITIES AND USE OF PROCEEDS.

During the quarter ended July 31, 2003, the Company sold an aggregate of 40 units in a private placement conducted pursuant to Rule 506 of Regulation D, for aggregate proceeds of $1,000,000. Each Unit consists of (i) 44,444 shares of the Company's common stock, and (ii) warrants to purchase 44,444 shares of common stock, exercisable for a period of three years at an exercise price of $0.90 per share. The Warrants may be redeemed in whole or in part at the option of the Company, if the closing price of the Company's common stock is at least $1.25 per share on average for 10 consecutive trading days, ending not earlier than 30 days before the Warrants are called for redemption. In connection with the sale of the 40 units, the placement agent was issued warrants to purchases 266,000 shares of the Company's common stock at an exercise price of $0.75 per share.

Item 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not applicable.

Item 5. OTHER INFORMATION.

Not applicable.

Item 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits.

31.1 - Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended

31.2 - Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended

32.1 - Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer)

32.2 - Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer)

(b) Reports on Form 8-K.

Report on Form 8-K, dated August 20, 2003

Report on Form 8-K, dated August 29, 2003

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WPCS INTERNATIONAL INCORPORATED

Date: September 10, 2003

By: /s/ JOSEPH HEATER

Joseph Heater
Chief Financial Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly report of WPCS International Incorporated (the "Company") on Form 10-QSB for the period ending July 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Andrew Hidalgo, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

September 10, 2003

By:/s/ Andrew Hidalgo

Andrew Hidalgo
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly report of WPCS International Incorporated (the "Company") on Form 10-QSB for the period ending July 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph Heater, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 906 of the Sarbanes-Oxley Act of 2002, that:

(3) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and

(4) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

September 10 , 2003

/s/ Joseph Heater

Joseph Heater
Chief Financial Officer

Exhibit 32.1

CERTIFICATIONS

I, Andrew Hidalgo, certify that:

1) I have reviewed this quarterly report on Form 10-QSB of WPCS International Incorporated ("the registrant);

2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of July 31, 2003 (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5) The registrant's other certifying officer and I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6) The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: September 10 , 2003

By:/s/ Andrew Hidalgo

Andrew Hidalgo
Chief Executive Officer

Exhibit 32.2

I, Joseph Heater, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of WPCS International Incorporated ("the registrant");

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls as of July 31, 2003 (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: September 10, 2003

By:/s/ JOSEPH HEATER

Joseph Heater
Chief Financial Officer