

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

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to § 240.14a-12

**WPCS INTERNATIONAL INCORPORATED**  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:
-

**WPCS INTERNATIONAL INCORPORATED**

February 15, 2013

Dear Stockholder:

The Annual Meeting of Stockholders of WPCS International Incorporated is just a few days away, and we have not yet received your proxy.

**Your Board of Directors has unanimously recommended that stockholders return the enclosed proxy card voting FOR all of the Items on the agenda.**

Specifically, Proposal 5 seeks your approval to issue common stock under a financing agreement with six accredited investors in order to comply with NASDAQ rules. Your Board of Directors has determined that the financing is necessary to support WPCS' working capital needs.

Please note that **both of the nation's leading independent proxy advisory firms – ISS and Glass Lewis & Co. – recommend that shareholders vote FOR Proposal 5.** These firms' recommendations are relied upon by thousands of institutional investors, pension funds and mutual funds throughout the country.

In addition, you should be aware that if we do not obtain stockholder approval for Proposal 5 at this Annual Meeting, we are required to seek stockholder approval on an annual basis under our contractual commitment. You can avoid the expense of further solicitation and assist your company in taking its next step forward.

**Please help by voting TODAY by signing, dating and returning the enclosed proxy card in the postage-paid envelope provided.**

Sincerely,

Andrew Hidalgo  
*Chief Executive Officer and Chairman of the Board of Directors*

***REMEMBER:***

**You can vote your shares by telephone, or *via* the Internet.  
Please follow the easy instructions on the enclosed card.**

If you have any questions, or need assistance in voting  
your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED  
TOLL-FREE, at 1-888-750-5834.**