

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the Quarterly Period Ended July 31, 2009

TRANSITION REPORT PURSUANT TO 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
(State or other jurisdiction of incorporation or organization)

98-0204758
(IRS Employer Identification No.)

One East Uwchlan Avenue
Suite 301
Exton, Pennsylvania 19341
(Address of principal executive offices) (zip code)

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

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 preceding 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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of September 10, 2009, there were 6,942,266 shares of registrant's common stock outstanding.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

INDEX

PART I. FINANCIAL INFORMATION		
ITEM 1.	Condensed consolidated balance sheets at July 31, 2009 (unaudited) and April 30, 2009	3-4
	Condensed consolidated statements of income for the three months ended July 31, 2009 and 2008 (unaudited)	5
	Condensed consolidated statement of equity for the three months ended July 31, 2009 (unaudited)	6
	Condensed consolidated statements of cash flows for the three months ended July 31, 2009 and 2008 (unaudited)	7-8
	Notes to unaudited condensed consolidated financial statements	9-22
ITEM 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	23-33
ITEM 3.	Quantitative and Qualitative Disclosures About Market Risk	34
ITEM 4T.	Controls and Procedures	35
PART II. OTHER INFORMATION		
ITEM 1	Legal proceedings	36
ITEM 1A	Risk factors	36
ITEM 2	Unregistered sales of equity securities and use of proceeds	36
ITEM 3	Defaults upon senior securities	36
ITEM 4	Submission of matters to a vote of security holders	36
ITEM 5	Other information	36
ITEM 6	Exhibits	36
SIGNATURES		37

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS	July 31, 2009	April 30, 2009
	(Unaudited)	(Note 1)
CURRENT ASSETS:		
Cash and cash equivalents	\$ 8,616,347	\$ 6,396,810
Accounts receivable, net of allowance of \$138,421 and \$155,458 at July 31, 2009 and April 30, 2009, respectively	24,349,603	25,662,784
Costs and estimated earnings in excess of billings on uncompleted contracts	4,467,664	5,229,043
Inventory	2,666,690	2,481,383
Prepaid expenses and other current assets	2,226,899	1,674,952
Prepaid income taxes	103,084	295,683
Deferred tax assets	<u>223,687</u>	<u>70,413</u>
Total current assets	42,653,974	41,811,068
PROPERTY AND EQUIPMENT, net	6,698,587	6,668,032
OTHER INTANGIBLE ASSETS, net	1,917,799	1,983,879
GOODWILL	32,884,947	32,549,186
OTHER ASSETS	<u>131,786</u>	<u>132,948</u>
Total assets	<u>\$ 84,287,093</u>	<u>\$ 83,145,113</u>

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

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (continued)

	July 31, 2009	April 30, 2009
	(Unaudited)	(Note 1)
CURRENT LIABILITIES:		
Current portion of loans payable	\$ 73,936	\$ 89,210
Borrowings under line of credit	5,626,056	5,626,056
Current portion of capital lease obligations	95,293	96,001
Accounts payable and accrued expenses	8,139,514	8,997,296
Billings in excess of costs and estimated earnings on uncompleted contracts	3,466,967	2,511,220
Deferred revenue	702,209	507,650
Due to shareholders	2,957,031	2,951,008
Total current liabilities	<u>21,061,006</u>	<u>20,778,441</u>
Loans payable, net of current portion	58,462	71,634
Capital lease obligations, net of current portion	128,655	151,425
Deferred tax liabilities	1,555,631	1,467,971
Total liabilities	<u>22,803,754</u>	<u>22,469,471</u>
COMMITMENTS AND CONTINGENCIES		
EQUITY:		
Preferred stock - \$0.0001 par value, 5,000,000 shares authorized, none issued	-	-
Common stock - \$0.0001 par value, 25,000,000 shares authorized, 6,942,266 shares issued and outstanding at July 31, 2009 and April 30, 2009, respectively	694	694
Additional paid-in capital	50,209,938	50,175,479
Retained earnings	9,816,106	9,381,189
Accumulated other comprehensive income (loss) on foreign currency translation	127,420	(321,798)
Total WPCS shareholders' equity	<u>60,154,158</u>	<u>59,235,564</u>
Noncontrolling interest	1,329,181	1,440,078
Total equity	<u>61,483,339</u>	<u>60,675,642</u>
Total liabilities and equity	<u>\$ 84,287,093</u>	<u>\$ 83,145,113</u>

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

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended	
	July 31,	
	2009	2008
REVENUE	\$ 25,283,783	\$ 28,267,531
COSTS AND EXPENSES:		
Cost of revenue	18,157,812	20,184,874
Selling, general and administrative expenses	5,853,484	5,937,489
Depreciation and amortization	649,944	689,142
Total costs and expenses	<u>24,661,240</u>	<u>26,811,505</u>
OPERATING INCOME	622,543	1,456,026
OTHER EXPENSE (INCOME):		
Interest expense	62,360	111,603
Interest income	<u>(1,919)</u>	<u>(26,039)</u>
INCOME BEFORE INCOME TAX PROVISION	562,102	1,370,462
Income tax provision	<u>238,082</u>	<u>490,905</u>
NET INCOME	324,020	879,557
Less: Net (loss) income attributable to noncontrolling interest	<u>(110,897)</u>	<u>41,246</u>
NET INCOME ATTRIBUTABLE TO WPCS	<u>434,917</u>	<u>838,311</u>
Basic net income per common share attributable to WPCS	\$ 0.06	\$ 0.12
Diluted net income per common share attributable to WPCS	\$ 0.06	\$ 0.12
Basic weighted average number of common shares outstanding	<u>6,942,266</u>	<u>7,251,083</u>
Diluted weighted average number of common shares outstanding	<u>6,959,883</u>	<u>7,260,035</u>

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

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF EQUITY
THREE MONTHS ENDED JULY 31, 2009
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-In	Retained	Accumulated Other Compre- hensive Income (Loss)	Noncontrolling	Total
	Shares	Amount	Shares	Amount	Capital	Earnings	Interest	Equity	
BALANCE, MAY 1, 2009	-	\$ -	6,942,266	\$ 694	\$ 50,175,479	\$ 9,381,189	\$ (321,798)	1,440,078	\$ 60,675,642
Fair value of stock options granted to employees	-	-	-	-	34,459	-	-	-	34,459
Accumulated other comprehensive income	-	-	-	-	-	-	449,218	-	449,218
Net loss attributable to noncontrolling interest	-	-	-	-	-	-	-	(110,897)	(110,897)
Net income attributable to WPCS	-	-	-	-	-	434,917	-	-	434,917
BALANCE, JULY 31, 2009	-	\$ -	6,942,266	\$ 694	\$ 50,209,938	\$ 9,816,106	\$ 127,420	\$ 1,329,181	\$ 61,483,339

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)

	Three Months Ended	
	July 31,	
	2009	2008
OPERATING ACTIVITIES :		
Net income	\$ 324,020	\$ 879,557
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	649,944	689,142
Fair value of stock options granted to employees	34,459	26,772
Provision for doubtful accounts	36,981	12,289
Amortization of debt issuance costs	8,997	2,580
Loss (gain) on sale of fixed assets	4,248	(3,465)
Deferred income taxes	(78,151)	2,648
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	1,352,418	(3,280,590)
Costs and estimated earnings in excess of billings on uncompleted contracts	790,555	(921,272)
Inventory	(178,242)	(547,104)
Prepaid expenses and other current assets	(559,227)	(205,835)
Other assets	1,162	275,000
Accounts payable and accrued expenses	(883,583)	(746,466)
Billings in excess of costs and estimated earnings on uncompleted contracts	949,162	1,152,811
Deferred revenue	194,559	266,609
Income taxes payable	199,495	449,607
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	2,846,797	(1,947,717)

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)
(Unaudited)

INVESTING ACTIVITIES:

Acquisition of property and equipment, net	(512,705)	(431,140)
Acquisition of Trenton Operations, net of cash received	-	(2,500,000)
Acquisition of Houston Operations, net of cash received	-	(415,977)
Acquisition of Brisbane Operations, net of cash received	-	(284,849)
Acquisition of Brendale Operations, net of cash received	(1,750)	(21,505)
Acquisition of Portland Operations, net of cash received	(99,096)	-
NET CASH USED IN INVESTING ACTIVITIES	<u>(613,551)</u>	<u>(3,653,471)</u>

FINANCING ACTIVITIES:

Borrowings under lines of credit	-	2,500,000
Repayments under loans payable, net	(28,446)	(612,815)
Borrowings of amounts due to shareholders	-	233,289
Repayments of capital lease obligations	(23,478)	(2,663)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	<u>(51,924)</u>	<u>2,117,811</u>

Effect of exchange rate changes on cash	38,215	29,156
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NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,219,537	(3,454,221)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>6,396,810</u>	<u>7,449,530</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 8,616,347</u>	<u>\$ 3,995,309</u>

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

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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-Q of Article 10 of Regulation S-X and do not include all of the information and note disclosures required by accounting principles generally accepted in the United States of America. Accordingly, the unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the fiscal year ended April 30, 2009 included in the Company's Annual Report on Form 10-K. The accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) which are, in the opinion of the management, considered necessary for a fair presentation of condensed consolidated financial position, results of operations and cash flows for the interim periods. Operating results for the three month period ended July 31, 2009 are not necessarily indicative of the results that may be expected for the fiscal year ending April 30, 2010. The amounts for the April 30, 2009 balance sheet have been extracted from the audited consolidated financial statements included in Form 10-K for the year ended April 30, 2009.

The accompanying condensed consolidated financial statements include the accounts of WPCS International Incorporated (WPCS) and its wholly and majority-owned subsidiaries, WPCS International – Suisun City, Inc. (Suisun City Operations), WPCS International - Auburn, Inc. (Auburn Operations), WPCS International - St. Louis, Inc. (St. Louis Operations), WPCS International – Lakewood, Inc. (Lakewood Operations), WPCS International – Hartford, Inc. (Hartford Operation), WPCS International – Sarasota, Inc. (Sarasota Operations), WPCS International – Trenton, Inc. (Trenton Operations), Taian AGS Pipeline Construction Co. Ltd (Beijing Operations), WPCS International – Seattle, Inc. (Seattle Operations), WPCS International – Houston, Inc. (Houston Operations), WPCS International – Sacramento, Inc (Sacramento Operations), WPCS International – Brisbane, Pty Ltd. (Brisbane Operations), WPCS International – Brendale, Pty Ltd. (Brendale Operations), and WPCS International – Portland, Inc. (Portland Operations), WPCS Incorporated, Invisinet Inc., WPCS Australia Pty Ltd, and WPCS Asia Limited, collectively “we”, “us” or the “Company”.

The Company provides design-build engineering services that focus on the implementation requirements of communications infrastructure. The Company provides its engineering capabilities including wireless communication, specialty construction and electrical power to the public services, healthcare, energy and corporate enterprise markets worldwide.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Principles of Consolidation

All significant intercompany transactions and balances have been eliminated in these condensed consolidated financial statements.

Cash and Cash Equivalents

Cash and cash equivalents include all cash and highly-liquid investments with an original maturity at time of purchase of three months or less.

Goodwill and Other Intangible Assets

In accordance with Statement of Financial Accounting Standards (SFAS No. 142), “Goodwill and Other Intangible Assets,” 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 definite 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 at least annually, 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 is 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, based on the excess, if any, of the reporting unit's carrying value of goodwill over its implied value.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Company determines the fair value of the businesses acquired (reporting units) 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. The Company expects to perform its annual impairment test at April 30 absent any interim impairment indicators. Adverse changes in general economic conditions could impact the Company's valuation of its reporting units. However, the Company considered current economic conditions, and concluded that indicators did not suggest testing goodwill or intangible assets for impairment on an interim basis in advance of the tests it performs annually at the end of the fourth quarter of each year.

Effective May 1, 2009, in connection with the change in the structure of the Company's internal organization, the Company has reclassified the Auburn Operations from the specialty construction segment to the electrical power segment. The reorganized composition of these two segments was completed in conjunction with the Company's branding strategy and to better represent the Company's design-build engineering capabilities. Changes in goodwill consist of the following during the three months ended July 31, 2009:

	<u>Wireless Communication</u>	<u>Specialty Construction</u>	<u>Electrical Power</u>	<u>Total</u>
Beginning balance, May 1, 2009	\$ 10,921,998	\$ 5,956,201	\$ 15,670,987	\$ 32,549,186
Reclass: Auburn Operations	-	(1,824,249)	1,824,249	-
Brendale Operations acquisition	-	-	1,750	1,750
Portland Operations acquisition	-	-	87,096	87,096
Foreign currency translation adjustments	-	105,193	141,722	246,915
Ending balance, July 31, 2009	<u>\$ 10,921,998</u>	<u>\$ 4,237,145</u>	<u>\$ 17,725,804</u>	<u>\$ 32,884,947</u>

Other intangible assets consist of the following at July 31, 2009 and April 30, 2009:

	<u>Estimated useful life (years)</u>	<u>July 31, 2009</u>	<u>April 30, 2009</u>
Customer list	3-9	\$ 4,064,404	\$ 3,969,240
Less accumulated amortization expense		(2,202,971)	(2,084,302)
		<u>\$ 1,861,433</u>	<u>\$ 1,884,938</u>
Contract backlog	1-3	\$ 905,347	\$ 893,009
Less accumulated amortization expense		(848,981)	(794,068)
		<u>\$ 56,366</u>	<u>\$ 98,941</u>

Amortization expense for other intangible assets for the three months ended July 31, 2009 and 2008 was \$149,225 and \$258,783, respectively. There are no expected residual values related to these intangible assets.

Revenue Recognition

The Company generates its revenue by providing design-build engineering services for communications infrastructure. The Company's design-build services report revenue pursuant to customer contracts that span varying periods of time. The Company reports revenue from contracts when persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is reasonably assured.

The Company records revenue and profit from long-term contracts on a percentage-of-completion basis, measured by the percentage of contract costs incurred to date to the estimated total costs for each contract. Contracts in process are valued at cost plus accrued profits less earned revenues and progress payments on uncompleted contracts. Contract costs include direct materials, direct labor, third party subcontractor services and those indirect costs related to contract performance. Contracts are generally considered substantially complete when engineering is completed and/or site construction is completed.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Company has numerous contracts that are in various stages of completion. Such contracts require estimates to determine the appropriate cost and revenue recognition. Cost estimates are reviewed monthly on a contract-by-contract basis, and are revised periodically throughout the life of the contract such that adjustments to profit resulting from revisions are made cumulative to the date of the revision. Significant management judgments and estimates, including the estimated cost to complete projects, which determines the project's percent complete, must be made and used in connection with the revenue recognized in the accounting period. 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 length of the Company's contracts varies. Assets and liabilities related to long-term contracts are included in current assets and current liabilities in the accompanying balance sheets as they will be liquidated in the normal course of contract completion, although this may require more than one year.

The Company also recognizes certain revenue from short-term contracts when equipment is delivered or the services have been provided to the customer. For maintenance contracts, revenue is recognized ratably over the service period.

Income Taxes

Income taxes are accounted for in accordance with SFAS No. 109, "Accounting of Income Taxes." Under SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The recognition of deferred tax assets is reduced by a valuation allowance if it is more likely than not that the tax benefits will not be realized. The ultimate realization of deferred tax assets depends upon the generation of future taxable income during the periods in which those temporary differences become deductible.

Interpretation No. 48, "Accounting for Uncertainty in Income Taxes – an interpretation of FAS No. 109" (FIN 48), clarifies the accounting for uncertainty in income taxes is subject to significant and varied interpretations that have resulted in diverse and inconsistent accounting practices and measurements. Addressing such diversity, FIN 48 prescribes a consistent recognition threshold and measurement attribute, as well as clear criteria for subsequently recognizing, derecognizing and measuring changes in such tax positions for financial statement purposes. FIN 48 also requires expanded disclosure with respect to the uncertainty in income taxes. The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in selling, general and administrative expenses. For the three months ended July 31, 2009, and 2008, the Company recognized no interest or penalties, respectively.

Earning Per Common Share

Earning per common share is computed pursuant to SFAS No. 128, "Earnings Per Share" (EPS). Basic net income per common share is computed as net income divided by the weighted average number of common shares outstanding for the period. Diluted net income per common share reflects the potential dilution that could occur from common stock issuable through stock options and warrants. The table below presents the computation of basic and diluted net income per common share for the three months ended July 31, 2009 and 2008, respectively:

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Basic earnings per share computation	Three Months Ended July 31,	
Numerator:	2009	2008
Net income attributable to WPCS	<u>\$ 434,917</u>	<u>\$ 838,311</u>
Denominator:		
Basic weighted average shares outstanding	<u>6,942,266</u>	<u>7,251,083</u>
Basic net income per common share attributable to WPCS	<u>\$ 0.06</u>	<u>\$ 0.12</u>

Diluted earnings per share computation	Three Months Ended July 31,	
Numerator:	2009	2008
Net income attributable to WPCS	<u>\$ 434,917</u>	<u>\$ 838,311</u>
Denominator:		
Basic weighted average shares outstanding	6,942,266	7,251,083
Incremental shares from assumed conversion:		
Conversion of stock options	17,617	8,952
Conversion of common stock warrants	<u>-</u>	<u>-</u>
Diluted weighted average shares	<u>6,959,883</u>	<u>7,260,035</u>
Diluted net income per common share attributable to WPCS	<u>\$ 0.06</u>	<u>\$ 0.12</u>

At July 31, 2009 and 2008, the Company had 629,677 and 587,025 stock options, respectively, and 1,883,796 warrants outstanding in both years, respectively, which are potentially dilutive securities. For the three months ended July 31, 2009 and 2008, 517,767 and 238,426 stock options, respectively, and 1,883,796 warrants in both years, respectively, were not included in the computation of the diluted earnings per share. These potentially dilutive securities were excluded because the stock warrant or option exercise prices exceeded the average market price of the common stock and, therefore, the effects would be antidilutive.

Other Comprehensive Income

Comprehensive income for the three months ended July 31, 2009 and 2008 consists of the following:

	Three Months Ended July 31,	
	2009	2008
Net income attributable to WPCS	<u>\$ 434,917</u>	<u>\$ 838,311</u>
Other comprehensive income - foreign currency translation adjustments, net	<u>449,218</u>	<u>73,731</u>
Comprehensive income attributable to WPCS	<u>\$ 884,135</u>	<u>\$ 912,042</u>

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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 revenue 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, amortization method and lives of customer lists, and estimates of the fair value of reporting units and discounted cash flows used in determining whether goodwill has been impaired. Actual results could differ from those estimates.

Subsequent Events

The Company has evaluated subsequent events through September 14th, which is the date these condensed consolidated financial statements were filed with the Securities and Exchange Commission.

Recently Issued Accounting Pronouncements

On December 4, 2007, the FASB issued SFAS No. 141(R) "Business Combinations" (SFAS 141(R)), and SFAS No. 160 "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51" (SFAS 160). These new standards will significantly change the accounting for and reporting for business combination transactions and noncontrolling (minority) interests in consolidated financial statements. SFAS 141(R) and SFAS 160 are required to be adopted simultaneously and are effective for the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. The Company adopted SFAS 141(R) and SFAS 160 effective May 1, 2009. The adoption of SFAS 141(R) had no impact on the Company's consolidated financial position, results of operations, cash flows or financial statement disclosures, and its effects on future periods will depend on the nature and significance of business combinations subject to this statement. The adoption of SFAS 160 had no impact on the Company's consolidated financial position, results of operations or cash flows. However, the Company reclassified minority interest as noncontrolling interest and is reported as a component of equity separate from WPCS shareholders' equity in the condensed consolidated balance sheets, and net (loss) income from noncontrolling interest is presented separately on the face of the condensed consolidated statements of income to conform with this standard.

On March 19, 2008, the FASB Issued SFAS No. 161, "Disclosures About Derivative Instruments and Hedging Activities"(SFAS 161). SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The adoption of SFAS 161 had no impact on the Company's consolidated financial position, results of operations, cash flows or financial statement disclosures.

In June 2008, the FASB ratified EITF Issue 07-5, "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" (EITF 07-5). The primary objective of EITF 07-5 is to provide guidance for determining whether an equity-linked financial instrument or embedded feature within a contract is indexed to an entity's own stock, which is a key criterion of the scope exception to paragraph 11(a) of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." An equity-linked financial instrument or embedded feature within a contract that is not considered indexed to an entity's own stock could be required to be classified as an asset or liability and marked-to-market through earnings. EITF 07-5 specifies a two-step approach in evaluating whether an equity-linked financial instrument or embedded feature within a contract is indexed to its own stock. The first step involves evaluating the instrument's contingent exercise provisions, if any, and the second step involves evaluating the instrument's settlement provisions. EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and must be applied to all instruments outstanding as of the effective date. The adoption of EITF 07-5 on May 1, 2009 had no impact on the Company's consolidated financial position, results of operations, cash flows or financial statement disclosures.

In May 2009, the FASB issued SFAS 165, "Subsequent Events", which established principles and requirements for subsequent events. SFAS 165 details the period after the balance sheet date during which the Company should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which the Company should recognize events or transactions occurring after the balance sheet date in its financial statements and the required disclosures for such events. SFAS 165 is effective for interim or annual reporting periods ending after June 15, 2009. The Company adopted SFAS 165 effective May 1, 2009. The adoption of SFAS 165 did not have a material impact on the Company's consolidated financial position, results of operations, cash flows or financial statement disclosures.

In June 2009, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 112 (SAB 112). SAB 112 revises or rescinds portions of the interpretative guidance included in the codification of SABs in order to make the interpretive guidance consistent with current U.S. GAAP. The company does not expect the adoption of SAB 112 to have a material impact on its consolidated financial statements.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In June 2009, the FASB issued SFAS 168, "Codification", which confirmed that the FASB Accounting Standards Codification will become the single official source of authoritative US GAAP (other than guidance issued by the SEC), superseding existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force ("EITF") and related literature. After that date, only one level of authoritative US GAAP will exist. All other literature will be considered non-authoritative. The Codification does not change US GAAP; instead, it introduces a new structure that is organized in an easily accessible, user-friendly online research system. The Codification becomes effective for interim and annual periods ending on or after September 15, 2009. The Company will apply the Codification beginning in the second quarter of fiscal 2010.

No other recently issued accounting pronouncement issued or effective after the end of the fiscal year is expected to have a material impact on the Company's consolidated financial statements.

NOTE 3 - ACQUISITIONS

In accordance with SFAS No. 141, "Business Combinations," acquisitions consummated prior to the adoption of SFAS 141 (R) on May 1, 2009 have been accounted for under the purchase method of accounting. Under the purchase method of accounting, assets acquired and liabilities assumed were recorded at their estimated fair values. Goodwill was recorded to the extent the purchase price consideration, including certain acquisition and closing costs, exceeded the fair value of the net identifiable assets acquired at the date of the acquisition.

Max Engineering LLC and Lincoln Wind LLC (Houston Operations)

On August 2, 2007, the Company acquired Max Engineering LLC. The aggregate consideration paid by the Company, including acquisition transaction costs of \$30,498, was \$1,117,679 of which \$917,679 was paid in cash and the Company issued 17,007 shares of common stock valued at \$200,000. The aggregate purchase price includes additional cash consideration of \$287,181 paid to the former members regarding the earnout settlement for the twelve months ended August 1, 2008. No earnout settlement is payable for the twelve months ending August 1, 2009. Max Engineering LLC was acquired pursuant to a Membership Interest Purchase Agreement among the Company and the former members, dated and effective as of August 2, 2007. The acquisition of Max Engineering LLC expands the Company's geographic expansion into Texas and provides additional engineering services that specialize in the design of communications infrastructure for the telecommunications, oil, gas and wind energy markets.

On June 26, 2008, the Company acquired all the assets of Lincoln Wind LLC for aggregate consideration of \$422,359 in cash, including acquisition transaction costs of \$22,359. The assets of Lincoln Wind LLC were acquired pursuant to an Asset Purchase Agreement among the Company, Lincoln Wind LLC and the former member. Lincoln Wind LLC is an engineering company focused on the implementation of meteorological towers that measure the wind capacity of geographic areas prior to the construction of a wind farm. The acquisition of Lincoln Wind LLC provides additional engineering services that specialize in the design of communication systems for the wind energy market.

A valuation of certain assets was completed, including property and equipment and list of major customers, and the Company internally determined the fair value of other assets and liabilities. In determining the fair value of acquired assets, standard valuation techniques were used including the market and income approach.

The purchase price allocation has been determined as follows:

	Max Engineering LLC	Lincoln Wind LLC	Total
Assets purchased:			
Cash	\$ 105,926	\$ -	\$ 105,926
Accounts receivable	256,829	-	256,829
Costs and estimate earnings in excess of billings	4,500	-	4,500
Fixed assets	21,890	139,970	161,860
Other assets	1,950	-	1,950
Customer lists	216,000	30,000	246,000
Goodwill	591,588	252,389	843,977
	<u>1,198,683</u>	<u>422,359</u>	<u>1,621,042</u>
Liabilities assumed:			
Accrued expenses	(59,186)	-	(59,186)
Payroll and other payable	(19,318)	-	(19,318)
Accrued tax payable	(2,500)	-	(2,500)
	<u>(81,004)</u>	<u>-</u>	<u>(81,004)</u>
Purchase price	<u>\$ 1,117,679</u>	<u>\$ 422,359</u>	<u>\$ 1,540,038</u>

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RL & CA MacKay Pty Ltd dba Energize Electrical and BRT Electrical Pty Ltd (Brendale Operations)

On April 4, 2008, the Company acquired Energize Electrical. The aggregate consideration paid by the Company, including acquisition transaction costs of \$114,112, was \$1,689,756 in cash. Energize Electrical was acquired pursuant to a Share Purchase Agreement among the Company and the former shareholders dated as of April 4, 2008. Energize Electrical is an electrical contractor specializing in underground utilities, maintenance and low voltage applications including voice, data and video for commercial and building infrastructure companies, and is expanding its wireless deployment capabilities.

On November 30, 2008, the Company acquired all the assets of BRT Electrical Pty Ltd (BRT) for aggregate consideration of \$172,403 in cash, including acquisition transaction costs of \$61,462. The assets of BRT were acquired pursuant to an Asset Purchase Agreement among Energize Electrical, the Company, BRT and the former shareholder. BRT is an electrical contractor specializing in low voltage applications including voice, data, security and energy management for commercial and building infrastructure companies.

The acquisition of the Brendale Operations provides further international expansion into Australia. A valuation of certain assets was completed, including property and equipment and list of major customers, and the Company internally determined the fair value of other assets and liabilities. In determining the fair value of acquired assets, standard valuation techniques were used including the market and income approach.

The purchase price allocation has been determined as follows:

	Energize Electrical	BRT	Total
Assets purchased:			
Cash	\$ 21,429	\$ -	\$ 21,429
Accounts receivable	189,197	-	189,197
Inventory	55,084	4,328	59,412
Costs and estimated earnings in excess of billings	415	7,775	8,190
Fixed assets	106,165	37,820	143,985
Deferred tax assets	2,108	-	2,108
Customer lists	509,740	-	509,740
Goodwill	1,176,582	122,480	1,299,062
	<u>2,060,720</u>	<u>172,403</u>	<u>2,233,123</u>
Liabilities assumed:			
Accounts payable	(69,562)	-	(69,562)
Accrued expenses	(7,444)	-	(7,444)
Payroll and other payable	(37,175)	-	(37,175)
Sales and use tax payable	(12,449)	-	(12,449)
Income tax payable	(91,412)	-	(91,412)
Deferred tax liabilities	(152,922)	-	(152,922)
	<u>(370,964)</u>	<u>-</u>	<u>(370,964)</u>
Purchase price	<u>\$ 1,689,756</u>	<u>\$ 172,403</u>	<u>\$ 1,862,159</u>

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Midway Electric Company (Portland Operations)

On March 9, 2009, the Company acquired Midway Electric Company (Portland Operations). The aggregate consideration of paid by the Company, including acquisition transaction costs of \$26,616, was \$525,712 in cash. The Portland Operations was acquired pursuant to a Stock Purchase Agreement among the Company and the former shareholders, dated as of March 9, 2009. The acquisition of the Portland Operations expands our geographic presence in the Pacific Northwest and provides additional electrical contractor services in both high and low voltage applications for corporate enterprise, healthcare, state and local government and educational institutions.

A valuation of certain assets was completed, including property and equipment and list of major customers, and the Company internally determined the fair value of other assets and liabilities. In determining the fair value of acquired assets, standard valuation techniques were used including the market and income approach.

The purchase price allocation has been determined as follows:

Assets purchased:

Cash	\$ 93,247
Accounts receivable	86,555
Inventory	64,165
Prepaid expenses	13,469
Costs and estimated earnings in excess of billings	10,182
Fixed assets	205,615
Customer lists	12,000
Goodwill	104,984
	<u>590,217</u>

Liabilities assumed:

Accounts payable	(30,842)
Accrued expenses	(2,189)
Payroll and other payable	(23,292)
Billings in excess of costs and estimated earnings	(3,249)
Capital lease obligation	(4,933)
	<u>(64,505)</u>
Purchase price	<u>\$ 525,712</u>

Consolidated Pro Forma Information

The following unaudited consolidated pro forma financial information presents the combined results of operations of the Company, Lincoln Wind, BRT and the Portland Operations for the three months ended July 31, 2008 as if the acquisitions had occurred at May 1, 2008. The consolidated pro forma financial information does not necessarily reflect the results of operations that would have occurred had the Company, Lincoln Wind, BRT and the Portland Operations been a single entity during these periods.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Three Months Ended	
	July 31, 2008	
Revenues	\$	28,952,210
Net income attributable to WPCS		749,548
Basic weighted average shares		7,251,083
Diluted weighted average shares		7,260,035
Basic net income per share attributable to WPCS	\$	0.10
Diluted net income per share attributable to WPCS	\$	0.10

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4 - COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts", represents revenue recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts", represents billings in excess of revenue recognized. Although management believes it has established adequate procedures for estimating costs to complete on open contracts, additional costs could occur on contracts prior to completion. Costs and estimated earnings on uncompleted contracts consist of the following at July 31, 2009 and April 30, 2009:

	<u>July 31, 2009</u>	<u>April 30, 2009</u>
Costs incurred on uncompleted contracts	\$ 67,030,332	\$ 66,056,622
Estimated contract profit	20,994,605	21,903,172
	<u>88,024,937</u>	<u>87,959,794</u>
Less: billings to date	87,024,240	85,241,971
Net excess of costs	<u>\$ 1,000,697</u>	<u>\$ 2,717,823</u>
Costs and estimated earnings in excess of billings on uncompleted contracts	\$ 4,467,664	\$ 5,229,043
Billings in excess of costs and estimated earnings on uncompleted contracts	(3,466,967)	(2,511,220)
Net excess of costs	<u>\$ 1,000,697</u>	<u>\$ 2,717,823</u>

NOTE 5 – DEBT

Lines of Credit

On April 10, 2007, the Company entered into a loan agreement with Bank of America, N.A. (BOA) as amended. The loan agreement (Loan Agreement) provides for a revolving line of credit in an amount not to exceed \$15,000,000, together with a letter of credit facility not to exceed \$2,000,000. The Company and its subsidiaries also entered into security agreements with BOA, pursuant to which the Company granted a security interest to BOA in all of its assets. The Loan Agreement contains customary covenants, including but not limited to (i) funded debt to tangible net worth, and (ii) minimum interest coverage ratio. As of July 31, 2009, the Company is in compliance with the Loan Agreement covenants. The loan commitment shall expire on April 10, 2010, and the Company may repay the loan at any time.

Loans under the Loan Agreement bear interest at a rate equal to BOA's prime rate, minus one percentage point, or the Company has the option to elect to use the optional interest rate of LIBOR plus one hundred seventy-five basis points. As of July 31, 2009, the interest rate was 2.25% on outstanding borrowings of \$5,626,056 under the Loan Agreement.

Loans Payable

The Company's long-term debt also consists of notes issued by the Company or assumed in acquisitions related to working capital funding and the purchase of property and equipment in the ordinary course of business. At July 31, 2009, loans payable, and capital lease obligations totaled \$356,346 with interest rates ranging from 0% to 12.67%.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Due to Shareholders

As of July 31, 2009, the Beijing Operations had outstanding loans due to a related party, Taian Gas Group (TGG), totaling \$2,957,031, of which \$2,638,152 matures on December 31, 2009, and bears interest at 6.83%. The remaining balance of \$318,879 represents working capital loans from TGG to the Beijing Operations in the normal course of business.

NOTE 6 - RELATED PARTY TRANSACTIONS

In connection with the acquisition of the Suisun City Operations, the Company assumed a ten-year lease with a trust, of which, a certain officer of the Company is the trustee, for a building and land located in Suisun City, California, which is occupied by its Suisun City Operations. For the three months ended July 31, 2009 and 2008, the rent paid for this lease was \$23,415 and \$23,415, respectively.

In connection with the acquisition of the Sarasota Operations, the Company leases its Sarasota, Florida location from a trust, of which one of the former shareholders of the Sarasota Operations is the trustee. For the three months ended July 31, 2009 and 2008, the rent paid for this lease was \$13,622 and \$13,226, respectively.

In connection with the acquisition of the Trenton Operations, the Company leases its Trenton, New Jersey location from Voacolo Properties LLC, of which the former shareholders of Voacolo Electric Incorporated are the members. For the three months ended July 31, 2009 and 2008, the rent paid for this lease was \$16,500 and \$15,000, respectively.

In connection with the acquisition of the Beijing Operations in fiscal 2007, the Company's joint venture partner provided the office building for Beijing Operations rent free during fiscal year 2009. The Company expects to enter into a lease with the joint venture partner in fiscal 2010.

NOTE 7 - SHAREHOLDERS' EQUITY

Stock-Based Compensation Plans

In September 2006, the Company adopted the 2007 Incentive Stock Plan, under which officers, directors, key employees or consultants may be granted options. Under the 2007 Incentive Stock Plan, 400,000 shares of common stock were reserved for issuance upon the exercise of stock options, stock awards or restricted stock. These shares were registered under Form S-8. At July 31, 2009, options to purchase 180,000 shares were outstanding at exercise prices ranging from \$2.37 to \$6.33. At July 31, 2009, there were 220,000 options available for grant under the 2007 Incentive Stock Plan.

In September 2005, the Company adopted the 2006 Incentive Stock Plan, under which officers, directors, key employees or consultants may be granted options. Under the 2006 Incentive Stock Plan, 400,000 shares of common stock were reserved for issuance upon the exercise of stock options, stock awards or restricted stock. These shares were registered under Form S-8. Under the terms of the 2006 Incentive Stock Plan, stock options are granted at exercise prices equal to the fair market value of the common stock at the date of grant, and become exercisable and expire in accordance with the terms of the stock option agreement between the optionee and the Company at the date of grant. These options generally vest based on between one to three years of continuous service and have five-year contractual terms. At July 31, 2009, options to purchase 288,602 shares were outstanding at exercise prices ranging from \$6.14 to \$12.10. At July 31, 2009, there were 39,822 options available for grant under the 2006 Incentive Stock Plan.

In March 2003, the Company established a stock option plan pursuant to which options to acquire a maximum of 416,667 shares of the Company's common stock were reserved for grant (the "2002 Plan"). These shares were registered under Form S-8. Under the terms of the 2002 Plan, the options 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. These options generally vest based on between one to three years of continuous service and have five-year contractual terms. At July 31, 2009, options to purchase 161,065 shares were outstanding at exercise prices ranging from \$2.37 to \$12.10. At July 31, 2009, there were 113,085 shares available for grant under the 2002 Plan.

The following table summarizes stock option activity for the three months ended July 31, 2009, during which there were no options exercised under the Company's stock option plans:

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	2002 Plan			
	Number of Shares	Weighted- average Exercise Price	Weighted- average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding, May 1, 2009	161,350	\$ 6.28		
Granted	-	\$ 0.00		
Exercised	-	\$ 0.00		
Forfeited/Expired	(285)	\$ 6.33		
Outstanding, July 31, 2009	<u>161,065</u>	<u>\$ 6.28</u>	<u>1.2</u>	<u>\$ 4,895</u>
Vested and expected to vest, July 31, 2009	155,956	\$ 6.31	1.2	\$ 4,325
Exercisable, July 31, 2009	126,148	\$ 6.47	0.5	\$ 0

	2006 Plan			
	Number of Shares	Weighted- average Exercise Price	Weighted- average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding, May 1, 2009	288,602	\$ 6.34		
Granted	-	\$ 0.00		
Exercised	-	\$ 0.00		
Forfeited/Expired	-	\$ 0.00		
Outstanding, July 31, 2009	<u>288,602</u>	<u>\$ 6.34</u>	<u>1.3</u>	<u>\$ 0</u>
Vested and expected to vest, July 31, 2009	288,452	\$ 6.33	1.3	\$ 0
Exercisable, July 31, 2009	286,102	\$ 6.29	1.3	\$ 0

	2007 Plan			
	Number of Shares	Weighted-average Exercise Price	Weighted- average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding, May 1, 2009	180,000	\$ 4.04		
Granted	-	\$ 0.00		
Exercised	-	\$ 0.00		
Forfeited/Expired	-	\$ 0.00		
Outstanding, July 31, 2009	<u>180,000</u>	<u>\$ 4.04</u>	<u>4.0</u>	<u>\$ 54,250</u>
Vested and expected to vest, July 31, 2009	158,812	\$ 4.02	4.0	\$ 48,048
Exercisable, July 31, 2009	18,750	\$ 6.33	3.6	\$ 0

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In accordance with SFAS 123(R) (revised December 2004), "Share-Based Payment, an amendment of SFAS 123, Accounting for Stock-Based Compensation", the Company recognizes stock-based employee compensation expense. The Company recorded stock-based compensation of \$34,459 and \$26,772 for the three months ended July 31, 2009 and 2008, respectively.

At July 31, 2009, the total compensation cost related to unvested stock options granted to employees under the Company's stock option plans but not yet recognized was approximately \$220,000 and is expected to be recognized over a weighted-average period of 2.07 years. There were no stock options granted for the three months ended July 31, 2009 and 2008.

The Company has elected to adopt the shortcut method provided in Staff Position No. SFAS 123(R)-3, "Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards," for determining the initial pool of excess tax benefits available to absorb tax deficiencies related to stock-based compensation subsequent to the adoption of SFAS 123(R). The shortcut method includes simplified procedures for establishing the beginning balance of the pool of excess tax benefits (the APIC Tax Pool) and for determining the subsequent effect on the APIC Tax Pool and the Company's consolidated statements of cash flows of the tax effects of share-based compensation awards. SFAS 123(R) requires that excess tax benefits related to share-based compensation be reflected as financing cash inflows.

The Company estimates the fair value of stock options granted using the Black-Scholes-Merton option-pricing model. Compensation cost is then recognized on a straight-line basis over the vesting or service period and is net of estimated forfeitures. There were no stock options granted during the three months ended July 31, 2009 and 2008.

Common Stock Purchase Warrants

In connection with a private placement of common stock on November 16, 2004, the Company issued common stock purchase warrants. Each of these warrants is exercisable for a period of five years and the exercise price of is \$6.99 per share. The exercise price of the warrants is subject to customary adjustment provisions for stock splits, combinations, dividends and the like. In April 2009, the Company and its warrant holders amended the warrant agreement to eliminate any adjustment provisions for lower price issuances. The warrants are callable by the Company, upon 30 days notice, should the common stock trade at or above \$25.20 per share for 25 out of 30 consecutive trading days. A maximum of 20% of the warrants may be called in any three-month period. 1,883,796 common stock purchase warrants are outstanding at July 31, 2009 and April 30, 2009.

Stock Repurchase Program

On November 24, 2008, the Company adopted a stock repurchase program of up to 2,000,000 shares of the Company's common stock until December 1, 2009. The stock repurchase program authorizes the Company to repurchase shares, from time to time, through open market or privately negotiated transactions. A Rule 10b5-1 repurchase plan will allow the Company to purchase its shares at times when it ordinarily would not be in the market because of self-imposed trading blackout periods. The number of shares to be purchased and the timing of the purchases will be based on market conditions, share price and other factors. The stock repurchase program does not require the Company to repurchase any specific dollar value or number of shares and may be modified, extended or terminated by the Board of Directors at any time. Since November 24, 2008, a total of 308,817 shares have been purchased and retired by the Company at a total cost of \$729,730 including transaction costs, or an average cost per common share of \$2.36, leaving 1,691,183 shares remaining to purchase under the stock repurchase program.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - SEGMENT REPORTING

The Company's reportable segments are determined and reviewed by management based upon the nature of the services, the external customers and customer industries and the sales and distribution methods used to market the products. In order to better serve its diversified customer base, the Company launched a key initiative in fiscal 2009 to brand each of its subsidiaries with the "WPCS" name. As part of this branding strategy and to better represent the Company's design-build engineering capabilities, the Company reorganized its reportable segments to correspond with its primary service lines: wireless communications, specialty construction and electrical power. Management evaluates performance based upon income (loss) before income taxes. Corporate includes corporate salaries and external professional fees, such as accounting, legal and investor relations costs which are not allocated to the other subsidiaries. Corporate assets primarily include cash and prepaid expenses. Segment results for the three months ended and as of July 31, 2009 and 2008 are as follows:

	As of and for the Three Months Ended July 31, 2009					As of and for the Three Months Ended July 31, 2008				
	<u>Corporate</u>	<u>Wireless Communications</u>	<u>Specialty Construction</u>	<u>Electrical Power</u>	<u>Total</u>	<u>Corporate</u>	<u>Wireless Communications</u>	<u>Specialty Construction</u>	<u>Electrical Power</u>	<u>Total</u>
Revenue	\$	7,162,290	\$ 3,439,938	\$ 14,681,555	\$ 25,283,783	\$ -	\$ 10,172,154	\$ 2,935,771	\$ 15,159,606	\$ 28,267,531
Depreciation and amortization	\$ 12,675	\$ 186,598	\$ 197,891	\$ 252,780	\$ 649,944	\$ 8,448	\$ 174,557	\$ 217,006	\$ 289,131	\$ 689,142
Income (loss) before income taxes	\$ (861,455)	\$ (135,334)	\$ 54,894	\$ 1,503,997	\$ 562,102	\$ (911,535)	\$ 712,571	\$ 360,567	\$ 1,208,859	\$ 1,370,462
Goodwill	\$ -	\$ 10,921,998	\$ 4,237,145	\$ 17,725,804	\$ 32,884,947	\$ -	\$ 10,921,998	\$ 3,951,068	\$ 17,366,705	\$ 32,239,771
Total assets	\$ 8,829,904	\$ 21,333,629	\$ 15,774,960	\$ 38,348,600	\$ 84,287,093	\$ 2,661,560	\$ 27,538,062	\$ 15,298,669	\$ 43,156,231	\$ 88,654,522

As of and for the three months ended July 31, 2009 and 2008, the specialty construction segment includes approximately \$694,000 and \$668,000 in revenue and \$1,673,000 and \$1,799,000 of net assets held in China related to the Company's 60% interest in the Beijing Operations, respectively. As of and for the three months ended July 31, 2009 and 2008, the specialty construction segment includes approximately \$174,000 and \$653,000 in revenue and \$1,416,000 and \$1,698,000 of net assets held in Australia related to the Company's 100% ownership in the Brisbane Operations. As of and for the three months ended July 31, 2009 and 2008, electrical power segment includes approximately \$697,000 and \$476,000 in revenue and \$2,001,000 and \$1,791,000 of net assets held in Australia related to the Company's 100% ownership in the Brendale Operations.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

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. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us 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 us in this report and in our 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. We undertake 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. We believe that its assumptions are based upon reasonable data derived from and known about our business and operations and the business and operations of the Company. No assurances are made that actual results of operations or the results of our future activities will not differ materially from its assumptions. Factors that could cause differences include, but are not limited to, expected market demand for the Company's services, fluctuations in pricing for materials, and competition.

Business Overview

We are a global provider of design-build engineering services for communications infrastructure, with over 500 employees in 20 locations on three continents. We provide our engineering capabilities including wireless communication, specialty construction and electrical power to a diversified customer base in the public services, healthcare, energy and corporate enterprise markets worldwide.

Historically, each of our wholly-owned subsidiaries has operated and was known primarily by our customers and vendors through a variety of subsidiary legal names, while our investors know us primarily by our "WPCS" name. In order to better serve our diversified customer base, we launched a key initiative in the third and fourth quarter of fiscal 2009 to brand each of our subsidiaries with the "WPCS" name. We believe this branding strategy will position our company to better pursue national contracts with existing customers, further develop our relationships with technology providers, improve our purchasing power and achieve certain cost reductions under one integrated name. This branding strategy has included, among other things, changing our subsidiary's legal names, company website, email, promotional and advertising materials and signage. However, our overall management structure remains unchanged. The total cost for the branding initiative is expected to be approximately \$100,000 of which approximately \$87,000 was incurred as of July 31, 2009.

Furthermore, as part of our branding strategy and to better represent our comprehensive design-build engineering capabilities, we have reorganized our operating segments to correspond to our primary service lines: wireless communication, specialty construction and electrical power. As a result, certain reclassifications have been made to the prior period segment information to conform with the reorganized composition of our operating segments.

Wireless Communication

Throughout the community or around the world, in remote and urban locations, wireless networks provide the connections that keep information flowing. The design and deployment of a wireless network solution requires an in-depth knowledge of radio frequency engineering so that wireless networks are free from interference with other signals and amplified sufficiently to carry data, voice or video with speed and accuracy. WPCS has extensive experience and methodologies that are well suited to address these challenges for our customers. WPCS is capable of designing wireless networks and providing the technology integration necessary to meet goals for enhanced communication, increased productivity and reduced costs. We have the engineering expertise to utilize all facets of wireless technology or combination of various technologies to develop a cost effective network for a customer's wireless communication requirements. This includes Wi-Fi networks, WiMAX networks, point-to-point systems, mesh networks, microwave systems, cellular networks, in-building systems and two-way communication systems.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Specialty Construction

We offer specialty construction services for building design including the design and integration of mechanical, electrical, hydraulic and life safety systems in an environmentally safe manner. We work through all phases of the building design and construction to evaluate the design for cost, flexibility, efficiency, productivity and overall environmental impact.

Next, we have established capabilities in transportation infrastructure. In the developing world, urbanization has created increased mobility, placing great demands on transportation infrastructure. Governments are responding by making the construction of safe, efficient roads a priority. New systems are needed for traffic monitoring, traffic signaling, video surveillance and smart message signs to communicate information advisories. WPCS is providing design-build engineering services for these technologically advanced systems.

Lastly, world economies are growing, standards of living are improving and energy supplies are dwindling. It is a scenario that has accelerated the search for new energy sources and better ways of delivery existing supply. WPCS is contributing in both of these critical areas. We design and deploy alternative energy solutions in wind and solar power. Through a unique combination of scientific, geologic, engineering and construction expertise, we offer solutions in site design, solar installation, meteorological towers and wind turbine installation. In addition, we support energy companies as they maximize the efficiency of their energy supply infrastructure, by providing a range of services from pipeline trenching to the deployment of wireless solutions.

Electrical Power

Electrical power transmission and distribution networks built years ago often cannot fulfill the growing technological needs of today's end users. We provide complete electrical contracting services to help commercial and industrial facilities of all types and sizes to upgrade their power systems. Our capabilities include power transmission, switchgear, underground utilities, outside plant, instrumentation and controls. We provide an integrated approach to project coordination that creates cost-effective solutions. In addition, corporations, government entities, healthcare organizations and educational institutions depend on the reliability and accuracy of voice, data and video communications. However, the potential for this new technology cannot be realized without the right electrical infrastructure, to support the convergence of technology. In this regard, we create integrated building systems, including the installation of advanced structured cabling systems and electrical networks. We support the integration of telecommunications, fire protection, security and HVAC in an environmentally safe manner and design for future growth by building in additional capacity for expansion as new capabilities are added.

For the three months ended July 31, 2009, wireless communication represented approximately 28.3% of our total revenue, specialty construction represented approximately 13.6% of our total revenue and electrical power represented approximately 58.1% of our revenue. For the three months ended July 31, 2008, wireless communication represented approximately 36.0% of our total revenue, specialty construction represented approximately 10.4% of our total revenue and electrical power represented approximately 53.6% of our revenue.

Industry Trends

We focus on markets such as public services, healthcare, energy and international which continue to show strong growth potential

- *Public services.* We provide communications infrastructure for public services (which includes police, fire and emergency systems), public utilities (which includes water treatment and sewage), education, military and transportation infrastructure. In the public services, according to a report from First Research, there are 30,000 state and local municipalities in the U.S. that are scheduled to spend approximately \$7 billion per year on communications infrastructure and it is a market that has received Federal funding support through the fiscal stimulus package legislated in February 2009.
- *Healthcare.* We provide communications infrastructure for hospitals, medical centers and healthcare networks. In the healthcare market, according to a report from Market Research, the aging population and the need to reduce labor costs through the implementation of advanced communications technology is driving projected expenditures of \$3 billion per year over the next few years.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Energy. We provide communications infrastructure for petrochemical, natural gas, electric utilities and alternative energy (solar and wind). According to a report from the Energy Information Administration of the U.S. Department of Energy, the need to deliver more efficient basic energy and new alternative energy is creating communications infrastructure demand at an estimated \$2 billion per year in expenditures.

International. We provide communications infrastructure internationally for a variety of companies and government entities. China is spending on building its internal infrastructure and Australia is upgrading their infrastructure. Both countries are expecting positive GDP growth rates ranging from 2% to 6% over the next few years per China's National Bureau of Statistics and Australia Department of Foreign Affairs and Trade.

Current Operating Trends and Financial Highlights

Management currently considers the following events, trends and uncertainties to be important in understanding our results of operations and financial condition during the current fiscal year:

Over our past four fiscal quarters, current economic conditions have adversely affected certain markets of our business, primarily related to the public services sector of our business. General spending has temporarily slowed at the state and local government level due to a decrease in tax revenue and credit impediments as well as a pull back in bid solicitations due to uncertainty regarding Federal funding that would be made available through the legislation of the Federally funded stimulus package. To date, it is estimated that only 16% of the \$800 billion in Federally funded stimulus funding has been distributed.

Although general spending is currently down at the state and local government level for public services projects, we believe the demand for communications infrastructure remains high, which is indicated by our backlog and bids discussed below. With the approval of the Federally funded stimulus package, \$90 billion has been set aside for public services, which includes transportation, education and communications infrastructure projects. As a result, we are beginning to see an increase in bid solicitations based on the evidence of Federal government funding support.

In the healthcare market, we continue to receive bid requests and complete new projects, as the primary drivers in this market continue to be the need to provide healthcare infrastructure for an aging population and to cut costs through healthcare reform. The Federal stimulus package also provides \$32 billion for healthcare infrastructure spending.

In the energy market, we continue to receive bid solicitations and complete new projects as oil, gas, water and electric utility companies continue to upgrade their communications infrastructure, while in alternative energy the growth in wind and solar power development is expected to continue. The Federal stimulus package also provides \$20 billion for energy infrastructure spending.

Our opportunity to obtain work related to the Federal stimulus package depends on the timing of funding allocations and our ability to receive bid requests and be awarded new projects; however, we believe that our experience in performing work in each of these sectors will result in increased bid activity in the near future. In this regard, we retained most of our project managers and engineers to respond to this expected increased bid activity.

We continue to focus on expanding our international presence in China and Australia, and we believe that these markets have not been as impacted by recent economic conditions. In China, our focus is primarily in the energy market, and in Australia primarily on the corporate enterprise market. Although our international operations represent approximately 6% of total revenue year-to-date, positive economic growth rate estimates for these countries may lead to a greater percentage of our future revenue being generated internationally.

We believe our engineering service focus on public services, healthcare and energy infrastructure will create additional opportunities both domestically and internationally for us to design and deploy communications infrastructure solutions. We believe that the ability to provide comprehensive communications infrastructure design-build services including wireless communication, specialty construction and electrical power gives WPCS a competitive advantage.

Two of our most important economic indicators for measuring our future revenue producing capability and demand for our services are our backlog and bid list. At July 31, 2009, our backlog of unfilled orders was approximately \$32 million compared to backlog of approximately \$38 million at April 30, 2009. The lower sequential backlog is due primarily to the protracted disbursement of Federal stimulus funds discussed above, with the conversion of bids to backlog progressing at a slower pace. Of the backlog of projects awarded and in process at July 31, 2009, approximately 58%, 24%, 3% and 15% were represented by public services, healthcare, energy and corporate enterprise, respectively. At April 30, 2009, 68%, 20%, 3% and 9% of backlog was represented by public services, healthcare, energy and corporate enterprise, respectively. Our bid list, which represents project bids under proposal for new and existing customers, was approximately \$161 million at July 31, 2009, compared to approximately \$169 million at April 30, 2009. With regards to the bid list, at July 31, 2009, approximately 60%, 20%, 2% and 18% were represented by the public services, healthcare, energy and corporate enterprise, respectively, compared to 61%, 17%, 12% and 10% for public services, healthcare, energy and corporate enterprise, respectively, at April 30, 2009. We expect an increase in backlog in the future as a result of the current level of bid activity for communication infrastructure services.

Although we continue to search for acquisitions, our current goal is to identify smaller companies which are performing well financially which can enhance our existing engineering capabilities, and can be integrated easily within our existing subsidiaries.

We continue to maintain a healthy balance sheet with approximately \$21.6 million in working capital, net of credit facility borrowings of approximately \$5.6 million. The ratio of credit facility borrowings to working capital is approximately 26%. We believe this is an important measure of our current financial strength. We expect to use our working capital and availability under the credit facility to fund our continued growth.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

Results of Operations for the Three Months Ended July 31, 2009 Compared to the Three Months Ended July 31, 2008

The accompanying condensed consolidated financial statements include the accounts of WPCS International Incorporated (WPCS) and its wholly and majority-owned subsidiaries, WPCS International – Suisun City, Inc. (Suisun City Operations), WPCS International - Auburn, Inc. (Auburn Operations), WPCS International - St. Louis, Inc. (St. Louis Operations), WPCS International – Lakewood, Inc. (Lakewood Operations), WPCS International – Hartford, Inc. (Hartford Operation), WPCS International – Sarasota, Inc. (Sarasota Operations), WPCS International – Trenton, Inc. (Trenton Operations), Taian AGS Pipeline Construction Co. Ltd (Beijing Operations), WPCS International – Seattle, Inc. (Seattle Operations), WPCS International – Houston, Inc. (Houston Operations), WPCS International – Sacramento, Inc (Sacramento Operations), WPCS International – Brisbane, Pty Ltd. (Brisbane Operations), WPCS International – Brendale, Pty Ltd. (Brendale Operations), and WPCS International – Portland, Inc. (Portland Operations), WPCS Incorporated, Invisinet Inc., WPCS Australia Pty Ltd and WPCS Asia Limited, collectively “we”, “us” or the "Company".

Consolidated results for the three months ended July 31, 2009 and 2008 were as follows:

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

	Three Months Ended July 31,			
	2009		2008	
REVENUE	\$ 25,283,783	100.0%	\$ 28,267,531	100.0%
COSTS AND EXPENSES:				
Cost of revenue	18,157,812	71.8%	20,184,874	71.4%
Selling, general and administrative expenses	5,853,484	23.2%	5,937,489	21.0%
Depreciation and amortization	649,944	2.6%	689,142	2.4%
Total costs and expenses	24,661,240	97.6%	26,811,505	94.8%
OPERATING INCOME	622,543	2.4%	1,456,026	5.2%
OTHER EXPENSE (INCOME):				
Interest expense	62,360	0.2%	111,603	0.4%
Interest income	(1,919)	(0.%)	(26,039)	(0.1%)
INCOME BEFORE INCOME TAX PROVISION	562,102	2.2%	1,370,462	4.9%
Income tax provision	238,082	0.9%	490,905	1.7%
NET INCOME	324,020	1.3%	879,557	3.2%
Less: Net (loss) income attributable to noncontrolling interest	(110,897)	(0.4%)	41,246	0.1%
NET INCOME ATTRIBUTABLE TO WPCS	\$ 434,917	1.7%	\$ 838,311	3.1%

Revenue

Revenue for the three months ended July 31, 2009 was approximately \$25,284,000, as compared to approximately \$28,268,000 for the three months ended July 31, 2008. The decrease in revenue for the period was primarily attributable to a temporary slow down in spending for public services projects at the state and local government level as discussed above, resulting in reductions, delays or postponements of these projects.

Wireless communication segment revenue for the three months ended July 31, 2009 and 2008 was approximately \$7,162,000 or 28.3% and \$10,172,000 or 36.0% of total revenue, respectively. The decrease in revenue was due primarily to reductions, delays or postponements of projects at the state and local government level for public services projects.

Specialty construction segment revenue for the three months ended July 31, 2009 and 2008 was approximately \$3,440,000 or 13.6% and \$2,936,000 or 10.4% of total revenue, respectively. The organic revenue growth rate for specialty construction was approximately 17% in the first fiscal quarter of 2010.

Electrical power segment revenue for the three months ended July 31, 2009 and 2008 was approximately \$14,682,000 or 58.1% and \$15,160,000 or 53.6% of total revenue, respectively.

Cost of Revenue

Cost of revenue consists of direct costs on contracts, materials, direct labor, third party subcontractor services, union benefits and other overhead costs. Our cost of revenue was approximately \$18,158,000 or 71.8% of revenue for the three months ended July 31, 2009, compared to \$20,185,000 or 71.4% for the same period of the prior year. The dollar decrease in our total cost of revenue is due primarily to the corresponding decrease in revenue during the three months ended July 31, 2009. The slight increase as a percentage of revenue is due to the revenue blend attributable to our existing operations and recent acquisitions.

Wireless communication segment cost of revenue and cost of revenue as a percentage of revenue for the three months ended July 31, 2009 and 2008 was approximately \$5,305,000 and 74.1% and \$7,173,000 and 70.5%, respectively. The dollar decrease in our cost of revenue is due to the corresponding decrease in revenue during the three months ended July 31, 2009. This increase in cost of revenue as a percentage of revenue was due to the revenue blend attributable to our existing operations.

Specialty construction segment cost of revenue and cost of revenue as a percentage of revenue for the three months ended July 31, 2009 and 2008 was approximately \$2,352,000 and 68.4% and \$1,828,000 and 62.3%, respectively. As discussed above, the dollar increase in our total cost of revenue is due to the corresponding increase in revenue during the three months ended July 31, 2009. The increase as a percentage of revenue is due to the revenue blend attributable to our existing operations.

Electrical power segment cost of revenue and cost of revenue as a percentage of revenue for the three months ended July 31, 2009 and 2008 was approximately \$10,501,000 and 71.5% and \$11,184,000 and 73.8%, respectively. The dollar decrease in our cost of revenue is due to the corresponding decrease in revenue during the three months ended July 31, 2009. The decrease as a percentage of revenue is due primarily to the revenue blend attributable to our existing operations.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

Selling, General and Administrative Expenses

For the three months ended July 31, 2009, total selling, general and administrative expenses were approximately \$5,853,000 or 23.2% of total revenue compared to \$5,937,000, or 21.0% of revenue for the same period of the prior year. Included in selling, general and administrative expenses for the three months ended July 31, 2009 is \$3,397,000 for salaries, commissions, payroll taxes and other employee benefits. The \$47,000 increase in salaries and payroll taxes compared to the prior year is due primarily to the increase in headcount as a result of the acquisitions of Lincoln Wind, BRT and the Portland Operations. Professional fees were \$419,000, which include accounting, legal and investor relation fees. Insurance costs were \$661,000 and rent for office facilities was \$272,000. Automobile and other travel expenses were \$453,000 and telecommunication expenses were \$158,000. Other selling, general and administrative expenses totaled \$493,000. For the three months ended July 31, 2009, total selling, general and administrative expenses for the wireless communication, specialty construction and electrical power segments were approximately \$1,805,000, \$820,000 and \$2,420,000, respectively, with the balance of approximately \$808,000 pertaining to corporate expenses.

For the three months ended July 31, 2008, total selling, general and administrative expenses were approximately \$5,937,000, or 21.0% of total revenue. Included in selling, general and administrative expenses for the three months ended July 31, 2008 is \$3,350,000 for salaries, commissions, payroll taxes and other employee benefits. Professional fees were \$556,000, which include accounting, legal and investor relation fees. Insurance costs were \$609,000 and rent for office facilities was \$230,000. Automobile and other travel expenses were \$489,000 and telecommunication expenses were \$147,000. Other selling, general and administrative expenses totaled \$556,000. For the three months ended July 31, 2008, total selling, general and administrative expenses for the wireless communication, specialty construction and electrical power segments were approximately \$2,109,000, \$491,000 and \$2,475,000, respectively, with the balance of approximately \$862,000 pertaining to corporate expenses.

Depreciation and Amortization

For the three months ended July 31, 2009 and 2008, depreciation was approximately \$501,000 and \$430,000, respectively. The increase in depreciation is due to the purchase of property and equipment and the acquisition of fixed assets from acquiring Lincoln Wind, BRT and the Portland Operations. The amortization of customer lists and backlog for the three months ended July 31, 2009 was \$149,000 as compared to \$259,000 for the same period of the prior year. The decrease in amortization is due to the customer lists and backlog of certain subsidiaries being fully amortized as of July 31, 2009, compared to the same period in the prior year. All customer lists are amortized over a period of five to nine years from the date of their acquisitions. Backlog is amortized over a period of one to three years from the date of acquisition based on the expected completion period of the related contracts.

Interest Expense and Interest Income

For the three months ended July 31, 2009 and 2008, interest expense was approximately \$62,000 and \$112,000, respectively. The decrease in interest expense is due principally to a decrease in total borrowings on lines of credit and a reduction in interest rates on outstanding borrowings, compared to July 31, 2008. As of July 31, 2009, there was \$5,626,056 of total borrowings outstanding under the line of credit.

For the three months ended July 31, 2009 and 2008, interest income was approximately \$2,000 and \$26,000, respectively. The decrease in interest earned is due to the decrease in interest rates compared to the same period in the prior year.

Net Income Attributable to WPCS

The net income attributable to WPCS was approximately \$435,000 for the three months ended July 31, 2009. Net income was net of Federal and state income tax expense of approximately \$238,000.

The net income attributable to WPCS was approximately \$838,000 for the three months ended July 31, 2008. Net income was net of Federal and state income tax expense of approximately \$491,000.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

Liquidity and Capital Resources

At July 31, 2009, we had working capital of approximately \$21,593,000, which consisted of current assets of approximately \$42,654,000 and current liabilities of \$21,061,000. Our working capital needs are influenced by our level of operations, and generally increase with higher levels of revenue. Our sources of cash have historically come from operating activities, equity offerings, and credit facility borrowings.

Operating activities provided approximately \$2,847,000 in cash for the three months ended July 31, 2009. The sources of cash from operating activities total approximately \$4,468,000, comprised of approximately \$435,000 net income, \$546,000 in net non-cash charges, a \$1,352,000 decrease in accounts receivable, a \$791,000 decrease in costs and estimated earnings in excess of billings on uncompleted contracts, a \$949,000 increase in billings in excess of costs and estimated earnings on uncompleted contracts, a \$195,000 increase in deferred revenue, a \$199,000 increase in income taxes payable and a \$1,000 decrease in other assets. The uses of cash from operating activities total approximately \$1,621,000, comprised of an approximate \$178,000 increase in inventory, a \$559,000 increase in prepaid expenses and other current assets, and an \$884,000 decrease in accounts payable and accrued expenses. Net earnings adjusted for non-cash items provided cash of approximately \$981,000 versus approximately \$1,610,000 in same period of fiscal 2009. Working capital components provided cash of approximately \$1,856,000 for the three months ended July 31, 2009 versus using cash of approximately \$3,557,000 in the same period in the prior year.

Our investing activities utilized approximately \$614,000 in cash during the three months ended July 31, 2009, which consisted of approximately \$513,000 paid for property and equipment, and approximately \$101,000 paid for the acquisitions of the Brendale and Portland Operations net of cash received.

Our financing activities utilized cash of approximately \$52,000 during the three months ended July 31, 2009. Financing activities included repayment of loan payables and capital lease obligations of approximately \$52,000.

Our capital requirements depend on numerous factors, including the market for our services, the resources we devote to developing, marketing, selling and supporting our business, the timing and extent of establishing additional markets and other factors.

On April 10, 2007, we entered into a loan agreement with Bank of America, N.A. (BOA), as amended. The loan agreement (Loan Agreement) provides for a revolving line of credit in an amount not to exceed \$15,000,000, together with a letter of credit facility not to exceed \$2,000,000. We also entered into security agreements with BOA, pursuant to which we granted a security interest to BOA in all of our assets. The Loan Agreement contains customary covenants, including but not limited to (i) funded debt to tangible net worth, and (ii) minimum interest coverage ratio. As of July 31, 2009, we are in compliance with the Loan Agreement covenants. The loan commitment shall expire on April 10, 2010, and we may prepay the loan at any time. Loans under the Loan Agreement bear interest at a rate equal to BOA's prime rate, minus one percentage point, or we have the option to elect to use the optional interest rate of LIBOR plus one hundred seventy-five basis points. As of July 31, 2009, the interest rate was 2.25% on outstanding borrowings of approximately \$5,626,000 under the Loan Agreement with BOA.

At July 31, 2009, we had cash and cash equivalents of approximately \$8,616,000 and working capital of approximately \$21,593,000. With internally available funds and funds available from the Loan Agreement, we believe that we have sufficient capital to meet our short term needs. The Loan Agreement expires on April 10, 2010 with approximately \$5,626,000 currently outstanding that will need to be repaid by that time, if not prepaid earlier. We believe that if we maintain our current financial strength and working capital levels over the next twelve months, we should be able to either renew the Loan Agreement with BOA or obtain other financing to repay the existing Loan Agreement. We expect that our existing working capital will be sufficient if we are required to repay the Loan Agreement.

The Beijing Operations has outstanding loans due within the next twelve months to a related party, Taian Gas Group (TGG), of approximately \$2,957,000. We expect to repay these borrowings from working capital and for TGG to renew any remaining unpaid loan balances in its continued support of the Beijing Operations. Our future operating results may be affected by a number of factors including our success in bidding on future contracts and our continued ability to manage controllable costs effectively. To the extent we grow by future acquisitions that involve consideration other than stock, our cash requirements may increase.

Effective March 9, 2009, we acquired Midway Electric Company (Portland Operations). The aggregate consideration paid by us, including acquisition transaction costs of \$26,616, was \$525,712 in cash. The acquisition of the Portland Operations expands our geographic presence in the Pacific Northwest and provides additional electrical contractor services in both high and low voltage applications for corporate enterprise, healthcare, state and local government and educational institutions.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

On November 24, 2008, we adopted a share repurchase program of up to 2,000,000 shares of our common stock until December 1, 2009. The share repurchase program authorizes us to repurchase shares, from time to time, through open market or privately negotiated transactions. A Rule 10b5-1 repurchase plan will allow us to purchase our shares at times when we ordinarily would not be in the market because of self-imposed trading blackout periods. The number of shares to be purchased and the timing of the purchases will be based on market conditions, share price and other factors. The stock repurchase program does not require us to repurchase any specific dollar value or number of shares and may be modified, extended or terminated by our Board of Directors at any time. Since November 24, 2008, we have purchased and retired a total of 308,817 shares at a total cost of \$729,730 including transaction costs, or an average cost per common share of \$2.36, leaving 1,691,183 shares remaining to purchase under the share repurchase program. The stock repurchase program is expected to be funded from working capital.

Backlog

As of July 31, 2009, we had a backlog of unfilled orders of approximately \$31.8 million compared to approximately \$54.0 million at July 31, 2008. We define backlog as the value of work-in-hand to be provided for customers as of a specific date where the following conditions are met (with the exception of engineering change orders): (i) the price of the work to be done is fixed; (ii) the scope of the work to be done is fixed, both in definition and amount; and (iii) there is a written contract, purchase order, agreement or other documentary evidence which represents a firm commitment by the customer to pay us for the work to be performed. These backlog amounts are based on contract values and purchase orders and may not result in actual receipt of revenue in the originally anticipated period or at all. We have experienced variances in the realization of our backlog because of project delays or cancellations resulting from external market factors and economic factors beyond our control and we may experience such delays or cancellations in the future. Backlog does not include new firm commitments that may be awarded to us by our customers from time to time in future periods. These new project awards could be started and completed in this same future period. Accordingly, our backlog does not necessarily represent the total revenue that could be earned by us in future periods.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

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 our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our consolidated financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates.

We believe that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause a material effect on our condensed 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 revenue and expenses during the reporting period. The most significant estimates relate to revenue recognition based on the estimation of percentage of completion on uncompleted contracts, valuation of inventory, allowance for doubtful accounts, estimated life of customer lists and estimates of the fair value of reporting units and discounted cash flows used in determining whether goodwill has been impaired. Actual results could differ from those estimates.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

**ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

Accounts Receivable

Accounts receivable are due within contractual payment terms and are stated at amounts due from customers net of an allowance for doubtful accounts. Credit is extended based on evaluation of a customer's financial condition. Accounts outstanding longer than the contractual payment terms are considered past due. We determine our allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Company's previous loss history, the customer's current ability to pay its obligation to the us, and the condition of the general economy and the industry as a whole. We write off accounts receivable when they become uncollectible, and payment subsequently received on such receivables are credited to the allowance for doubtful accounts.

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 as of April 30 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. Some of the factors we consider include a significant decrease in the market value of an asset, significant changes in the extent or manner for which the asset is being used or in its physical condition, a significant change, delay or departure in our business strategy related to the asset, significant negative changes in the business climate, industry or economic condition, or current period operating losses, or negative cash flow combined with a history of similar losses or a forecast that indicates continuing losses associated with the use of an asset.

Our annual review for goodwill impairment for the fiscal years 2009 and 2008 found that no impairment existed. 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 the Auburn, Brendale, Brisbane, Hartford, Houston, Lakewood, Portland, Sacramento, Sarasota, Seattle, St. Louis, Suisun City and Trenton Operations. 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.

Additionally, we evaluated the reasonableness of the estimated fair value of our reporting units by reconciling to our market capitalization. This reconciliation allowed us to consider market expectations in corroborating the reasonableness of the fair value of our reporting units. In addition, we compared our market capitalization, including an estimated control premium that an investor would be willing to pay for a controlling interest in the company and the discount our common stock trades compared to our peer group of companies. The determination of a control premium and trading discount requires the use of judgment and is based primarily on comparable industry and deal-size transactions, related synergies and other benefits. From the beginning of the third quarter until the end of the fourth quarter of fiscal 2009, our market capitalization declined as a result of market-driven decreases in our stock trading price. Since then, our stock price has been increasing, and at the end of the first quarter ended July 31, 2009, we believe our market capitalization has increased substantially from the fiscal year ended April 30, 2009. This increasing trend has been consistent with overall market conditions and is not a result of changes in our expectations of future cash flows. Our reconciliation of the gap between our market capitalization and the aggregate fair value of us depends on various factors, some of which are qualitative and involve management judgment, including high backlog coverage of future revenue and experience in meeting operating cash flow targets.

Deferred Income Taxes

We determine deferred tax liabilities and assets at the end of each period based on the future tax consequences that can be attributed to net operating loss carryovers and differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, using the tax rate expected to be in effect when the taxes are actually paid or recovered. The recognition of deferred tax assets is reduced by a valuation allowance if it is more likely than not that the tax benefits will not be realized. The ultimate realization of deferred tax assets depends upon the generation of future taxable income during the periods in which those temporary differences become deductible.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

We consider past performance, expected future taxable income and prudent and feasible tax planning strategies in assessing the amount of the valuation allowance. Our forecast of expected future taxable income is based over such future periods that we believe can be reasonably estimated. Changes in market conditions that differ materially from our current expectations and changes in future tax laws in the U.S. may cause us to change our judgments of future taxable income. These changes, if any, may require us to adjust our existing tax valuation allowance higher or lower than the amount we have recorded.

Revenue Recognition

We generate our revenue by providing design-build engineering services for communications infrastructure. Our engineering services report revenue pursuant to customer contracts that span varying periods of time. We report revenue from contracts when persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is reasonably assured.

We record revenue and profit from long-term contracts on a percentage-of-completion basis, measured by the percentage of contract costs incurred to date to the estimated total costs for each contract. Contracts in process are valued at cost plus accrued profits less earned revenues and progress payments on uncompleted contracts. Contract costs include direct materials, direct labor, third party subcontractor services and those indirect costs related to contract performance. Contracts are generally considered substantially complete when engineering is completed and/or site construction is completed.

We have numerous contracts that are in various stages of completion. Such contracts require estimates to determine the appropriate cost and revenue recognition. Cost estimates are reviewed monthly on a contract-by-contract basis, and are revised periodically throughout the life of the contract such that adjustments to profit resulting from revisions are made cumulative to the date of the revision. Significant management judgments and estimates, including the estimated cost to complete projects, which determines the project's percent complete, must be made and used in connection with the revenue recognized in the accounting period. 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 length of our contracts varies. Assets and liabilities related to long-term contracts are included in current assets and current liabilities as they will be liquidated in the normal course of contract completion, although this may require more than one year.

We also recognize certain revenue from short-term contracts when equipment is delivered or the services have been provided to the customer. For maintenance contracts, revenue is recognized ratably over the service period.

Subsequent Events

We have evaluated subsequent events through September 14th, which is the date these condensed consolidated financial statements were filed with the Securities and Exchange Commission.

Recently Issued Accounting Pronouncements

On December 4, 2007, the FASB issued SFAS No. 141(R) "Business Combinations" (SFAS 141(R)), and SFAS No. 160 "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51" (SFAS 160). These new standards will significantly change the accounting for and reporting for business combination transactions and noncontrolling (minority) interests in consolidated financial statements. SFAS 141(R) and SFAS 160 are required to be adopted simultaneously and are effective for the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. We adopted SFAS 141(R) and SFAS 160 effective May 1, 2009. The adoption of SFAS 141(R) had no impact on our consolidated financial position, results of operations, cash flows or financial statement disclosures, and its effects on future periods will depend on the nature and significance of business combinations subject to this statement. The adoption of SFAS 160 had no impact on the our consolidated financial position, results of operations or cash flows. However, we have reclassified minority interest as noncontrolling interest and is reported as a component of equity separate from our shareholders' equity in the condensed consolidated balance sheets, and net (loss) income from noncontrolling interest is presented separately on the face of the condensed consolidated statements of income to conform with this standard.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

On March 19, 2008, the FASB issued SFAS No. 161, "Disclosures About Derivative Instruments and Hedging Activities" (SFAS 161). This statement is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The adoption of SFAS 161 did not have a material effect on our consolidated financial position, results of operations, cash flows or financial statement disclosures.

In June 2008, the FASB ratified EITF Issue 07-5, "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" (EITF 07-5). The primary objective of EITF 07-5 is to provide guidance for determining whether an equity-linked financial instrument or embedded feature within a contract is indexed to an entity's own stock, which is a key criterion of the scope exception to paragraph 11(a) of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." An equity-linked financial instrument or embedded feature within a contract that is not considered indexed to an entity's own stock could be required to be classified as an asset or liability and marked-to-market through earnings. EITF 07-5 specifies a two-step approach in evaluating whether an equity-linked financial instrument or embedded feature within a contract is indexed to its own stock. The first step involves evaluating the instrument's contingent exercise provisions, if any, and the second step involves evaluating the instrument's settlement provisions. EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and must be applied to all instruments outstanding as of the effective date. The adoption of EITF 07-5 on May 1, 2009 had no impact on our consolidated financial position, results of operations, cash flows or financial statement disclosures.

In May 2009, the FASB issued SFAS 165, "Subsequent Events", which established principles and requirements for subsequent events. SFAS 165 details the period after the balance sheet date during which we should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which we should recognize events or transactions occurring after the balance sheet date in its financial statements and the required disclosures for such events. SFAS 165 is effective for interim or annual reporting periods ending after June 15, 2009. We adopted SFAS 165 effective May 1, 2009. The adoption of SFAS 165 had no impact on our consolidated financial position, results of operations, cash flows or financial statement disclosures.

In June 2009, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 112 (SAB 112). SAB 112 revises or rescinds portions of the interpretive guidance included in the codification of SABs in order to make the interpretive guidance consistent with current U.S. GAAP. We do not expect the adoption of SAB 112 to have a material impact on our consolidated financial statements.

In June 2009, the FASB issued SFAS 168, "Codification", which confirmed that the FASB Accounting Standards Codification will become the single official source of authoritative U.S. Generally Accepted Accounting Principles (GAAP) (other than guidance issued by the SEC), superseding existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force ("EITF"), and related literature. After that date, only one level of authoritative US GAAP will exist. All other literature will be considered non-authoritative. The Codification does not change US GAAP; instead, it introduces a new structure that is organized in an easily accessible, user-friendly online research system. The Codification becomes effective for interim and annual periods ending on or after September 15, 2009. We will apply the Codification beginning in the second quarter of fiscal 2010.

No other recently issued accounting pronouncement issued or effective after the end of the fiscal year is expected to have a material impact on our consolidated financial statements.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

**ITEM 3 - QUANTITATIVE AND QUALITATIVE
DISCLOSURES ABOUT MARKET RISK**

Not required under Regulation S-K for “smaller reporting companies.”

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

ITEM 4T - CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of July 31, 2009. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting.

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are currently not a party to any material legal proceedings or claims.

ITEM 1A. RISK FACTORS

Not required under Regulation S-K for “smaller reporting companies.”

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. 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

32.01-Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

WPCS INTERNATIONAL INCORPORATED AND SUBSIDIARIES

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.

Date: September 14, 2009

WPCS INTERNATIONAL INCORPORATED

By: */s/ JOSEPH HEATER*

Joseph Heater
Chief Financial Officer

WPCS INTERNATIONAL INCORPORATED
OFFICER'S CERTIFICATE PURSUANT TO SECTION 302

I, Andrew Hidalgo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WPCS International Incorporated;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: September 14, 2009

/s/ ANDREW HIDALGO
Andrew Hidalgo
Chief Executive Officer

WPCS INTERNATIONAL INCORPORATED
OFFICER'S CERTIFICATE PURSUANT TO SECTION 302

I, Joseph Heater, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WPCS International Incorporated;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: September 14, 2009

/s/ JOSEPH HEATER
Joseph Heater
Chief Financial Officer

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Andrew Hidalgo, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of WPCS International Incorporated on Form 10-Q for the fiscal period ended July 31, 2009 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of WPCS International Incorporated.

Date: September 14, 2009

By: /S/ ANDREW HIDALGO

Name: Andrew Hidalgo

Title: *Chief Executive Officer*

I, Joseph Heater, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of WPCS International Incorporated on Form 10-Q for the fiscal period ended July 31, 2009 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of WPCS International Incorporated.

Date: September 14, 2009

By: /S/ JOSEPH HEATER

Name: Joseph Heater

Title: *Chief Financial Officer*