

TELE SUDESTE CELULAR PARTICIPACOES SA

Form 6-K

February 20, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of February, 2003

Commission File Number: 001-14485

TELE SUDESTE CELLULAR HOLDING COMPANY

(Translation of registrant's name into English)

Praia de Botafogo, 501, 7º andar

22250-040 Rio de Janeiro, RJ, Brazil

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F:

Form 40-F:

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes:

No:

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes:

No:

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes:

No:

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

TELE SUDESTE CELLULAR HOLDING COMPANY

TABLE OF CONTENTS

Item

1. Press Release entitled *Tele Sudeste Celular Participações S.A. Announces the General Ordinary and the General Extraordinary Shareholders Meetings* dated February 19, 2003.

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

Announces the General Ordinary and the General Extraordinary Shareholders Meetings

February 19, 2003. (02 pages)

For more information, please contact:

Charles E. Allen

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A., Brazil

Tel.: (55-11) 3549-7200
Fax: (55-11) 3549-7202
E-mail: callen@telesp.com.br
URL: <http://www.telefonica.com.br>

(São Paulo-Brazil), (February 19, 2003) TELE SUDESTE CELULAR PARTICIPAÇÕES S.A. (NYSE: TSD; BOVESPA: TSEP) announces the General Ordinary and the General Extraordinary Shareholders Meetings to be held on March 25, 2003, at 01:00 pm, at the headquarters located on Praia de Botafogo #501, 5th floor, auditorium, Botafogo, in the capital of the State of Rio de Janeiro, to discuss the following agenda:

At the General Ordinary Shareholders Meeting

- a) To examine the accounts presented by the managers, examine, discuss and vote on the corporate financial statements of the fiscal year ended on December 31, 2002;
- b) To deliberate about the allocation of the results of the 2002 fiscal year and the distribution of dividends;
- c) To approve the capital budget of the Company for the fiscal year of 2003;
- d) To elect the Board of Directors members;
- e) To elect the Auditing Committee members;
- f) To establish the annual total remuneration of the managers and the individual remuneration of the Auditing Committee members.

At the General Extraordinary Shareholders Meeting

- a) To adopt a new managing model for the Company, consequently by changing the number of members of the Board of Directors to a minimum of 3 and to a maximum of up to 12, as well as their responsibilities and also the titles and the functions of the Directors by amending the articles 14, 15, 16, 17, 18, 20, 22 and 23 of the Company's By-laws.
- b) To amend the articles 4 and 5 of the Company's By-laws in order to adapt it to comply with the Law #10.303/01, in which it is related to the issuance of new shares.
- c) To ratify the wording of the article 5 of the Company's By-laws, as suggested by the Board of Directors in the meeting held on April 29, 2002, when the share capital increase of the Company was approved. This capital increase was the result of the capitalization of

Edgar Filing: TELE SUDESTE CELULAR PARTICIPACOES SA - Form 6-K

the credit of the controlling companies consequent of the tax benefit tied to the goodwill of the past years, accrued by the subsidiaries Telerj Celular S.A. and Telest Celular S.A.

- d) To approve the total reformulation of the Company's By-laws in order to update and to adapt it to the Company's new managing model as well as to solidify the Company's By-laws due to the previous deliberations.

GENERAL INSTRUCTIONS

- A) The powers-of-attorney to be used at the Meeting must be filed with the headquarters, at Praia de Botafogo #501, 7th floor, Torre Corcovado (Núcleo Jurídico Empresarial) up to 48 (forty eight) hours before the Meetings;
- B) The shareholders participating in the Custody of Stock Exchange Nominal Shares who wish to participate in this Meeting shall submit to the company's headquarters an abstract of their shareholding position issued by the custody entity 2 (two) days before the Meeting;
- C) The proposal for the new Company's By-laws that will be examined at the Extraordinary Shareholders' Meeting is available to the shareholders at the headquarters from 10:00 am to 04:00 pm.
- D) Pursuant to the CVM Instruction #165 of December 11, 1991, as amended by the article #1 of the CVM Instruction #282 of June 26, 1998, at least 5.00% (five percent) interest in the voting capital is required to apply for the multiple voting procedure in the election of the members of the Board of Directors.

Rio de Janeiro, February 19th, 2003

Felix Pablo Ivorra Cano

Chairman, Board of Directors

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TELE SUDESTE CELLULAR HOLDING COMPANY

Date: February 19, 2003

By:

/s/ CHARLES E. ALLEN

Name:
Title:

Charles E. Allen
Investor Relations Director