

TELESP CELLULAR HOLDING CO /ADR/

Form 6-K

June 26, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of the  
Securities Exchange Act of 1934

**For the month of June 2003**

**Commission File Number 1-14493**

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**TELESP CELULAR PARTICIPAÇÕES S.A.**

(Exact name of registrant as specified in its charter)

**Telesp Cellular Holding Company**

(Translation of Registrant's name into English)

**Rua Abílio Soares, 409**  
**04005-001 - São Paulo, SP**  
**Federative Republic of Brazil**  
(Address of principal executive office)

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

Form 20-F  Form 40-F

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

Yes  No

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**TELESP CELULAR PARTICIPAÇÕES S/A**  
CNPJ (Tax ID) 02.558.074/0001-73 NIRE (State ID) 35.3.001.587.9-2  
Publicly-held Corporation

**MINUTES OF THE EXTRAORDINARY MEETING OF THE BOARD OF DIRECTORS OF TELESP CELULAR PARTICIPAÇÕES S.A., HELD ON MAY 26, 2003.**

**1. Date, Time And Venue:** May 26, 2003, at 5 p.m., exceptionally at Praia de Botafogo # 501, 7th floor, Rio de Janeiro RJ, summoned as provided in the Company's By-laws.

**2. Meeting Board:** Felix Pablo Ivorra Cano Chairman of the Meeting; Evandro Luís Pippi Krueel Secretary.

**3. Meeting Start:** The meeting started with the presence of the undersigned Members, there being a *quorum* according to the By-laws.

**4. Meeting Agenda And Decisions Taken:**

**4.1 Election of the Vice-President for Technology and Networks:** to elect for the position of **Vice-President of Technology and Networks**, Mr. Javier Rodríguez García, Spanish citizen, legally separated, bearer of RNE V283375-2, enrolled under CPF (Tax Authority Enrollment Number) # 055.017.127-41, resident and domiciled in the Capital of the State of Rio de Janeiro and with business address at Praia de Botafogo # 501, 7th floor, Torre Corcovado, Rio de Janeiro-RJ, according to the appointment made at the Company's Board of Directors Meeting, held on April 16<sup>th</sup> 2003. The newly elected executive officer's mandate expires on 04/16/2006. The executive officer hereby declares that he has not committed any of the crimes provided by law that may prevent him from exercising merchant activities, and he is ready to sign the declaration required by CVM Instruction # 367/2002 and that he undertakes to present such signed declaration he has sworn into office. With the nomination of Mr. Javier Rodríguez García, Mr. Paulo Cesar Pereira Teixeira no longer holds the temporary position of Vice-President of Technology and Networks.

**4.2 Internal Auditor:** under the terms of the article 17, subparagraph XIV of the Company's By-laws, the name of Mr. **Roberto Yoshikazu Furuta**, Brazilian, married, Business Administrator, bearer of ID Card # 3092582-4 SSP/SP, and enrolled under CPF/MF (Tax Authority Enrollment Number) # 051.660.988-20, is ratified as the Company's internal auditor.

**4.3 Approval of the Independent Auditor's Hiring:** considering the article 142, subparagraph IX of the Law # 6.404/76 and the article 17, subparagraph XIII of the Company's By-laws, was approved the auditing company Deloitte Touche Tohmatsu Auditores Independentes S/C Ltda., was appointed as the independent auditors of the Company, in which the Boarders authorized to negotiate the hiring conditions and to make use of the other powers necessary for such purpose.

**4.4 Appointment of the General Secretary and Legal Officer:** under the terms of the article 17, subparagraph XIV of the Company's By-laws, the members of the Board of Directors appointed Mr. **Evandro Luís Pippi Krueel**, Brazilian, married, Lawyer, resident and domiciled in Rio de Janeiro, RJ, bearer of OAB-RS (Brazilian membership card) Card # 315.671.000-82SSP/SP, and enrolled under CPF/MF (Tax Authority Enrollment Number) # 315.671.000-82, as the Company's General Secretary and Legal Officer.

**4.5 Extraordinary Shareholders Meeting Summoning:** To approve under the terms of the Call for Summoning of a Extraordinary Shareholders Meeting the intention to suppress the article 9<sup>th</sup> of the Company's By-laws and ratify the appointment of BES Investimento do Brasil S.A. Banco de Investimento, as the institution responsible for the Evaluation Report, as well as the definitive purchase and sale agreement executed on march 24, 2003 ( Purchase and Sale Agreement ) regarding the acquisition of 77,256,410,396 (seventy seven billion, two hundred and fifty six million, four hundred then thousand, three hundred and ninety six) shares of Tele Centro Oeste Participações S.A. (TCO), representing 61.10% of its total capital.

**5. Meeting Closing:** After the agenda was completed, the meeting was ended, the minutes were recorded, then read, approved and signed by the attending Members and by the Secretary, and now are included in the appropriate book.

**Signatures:** *Eduardo Perestrelo Correia de Matos* Chairman of the Board; *Fernando Xavier Ferreira*; *Antonio Gonçalves Oliveira* Members of the Board; *Ernesto Lopez Mozo*; *Antonio Viana-Baptista*; *Ignácio Aller Mallo* Members of the Board represented by Mr. Fernando Xavier Ferreira; *Carlos Manuel de Lucena and Vasconcelos Cruz*, *Iriarte José Araújo Esteves*; *Zeinal Abedin Mohamed Bava*; *Paulo Jorge da Costa Gonçalves Fernandes* Members of the Board represented by Sr. Eduardo Perestrelo Correia de Matos and *Evandro Luís Pippi Krueel* Secretary.

It is declared for all legal purposes that this is a true and correct copy of the minutes recorded in the minute book.

**Evandro Luís Pippi Kruei**  
Secretary OAB-RS 18.780

### 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.

Date: June 26, 2003

TELESP CELULAR PARTICIPAÇÕES S.A.

By:           /s/ Fernando Abella Garcia          

**Fernando Abella Garcia**  
**Investor Relations Officer**

### FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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