NATURAL HEALTH TRENDS CORP
Form 10-K
April 26, 2019

false--12-31FY20180000912061YesfalseAccelerated
FilerfalsetrueNoNoP5DP2D0.0835350.50.5P1M21P1Y0.020.160.0015000000012979414129794140.1022246000000.0015000
0000912061 2018-01-01 2018-12-31 0000912061 2018-06-30 0000912061 2019-04-22 0000912061 2018-12-31
0000912061 2017-12-31 0000912061 2017-01-01 2017-12-31 0000912061 us-gaap:RetainedEarningsMember
2016-12-31 0000912061 us-gaap:TreasuryStockMember 2017-12-31 0000912061 us-gaap:RetainedEarningsMember
2017-12-31 0000912061 us-gaap:TreasuryStockMember 2016-12-31 0000912061 us-gaap:PreferredStockMember
2017-12-31 0000912061 us-gaap:AdditionalPaidInCapitalMember 2018-12-31 0000912061
us-gaap:CommonStockMember 2016-12-31 0000912061 us-gaap:CommonStockMember 2018-12-31 0000912061
us-gaap:RetainedEarningsMember 2018-12-31 0000912061
us-gaap:AccumulatedOtherComprehensiveIncomeMember 2016-12-31 0000912061 us-gaap:TreasuryStockMember
2018-12-31 0000912061 us-gaap:RetainedEarningsMember 2017-01-01 2017-12-31 0000912061
us-gaap:PreferredStockMember 2018-12-31 0000912061 us-gaap:CommonStockMember 2017-12-31 0000912061
us-gaap:PreferredStockMember 2016-12-31 0000912061 us-gaap:TreasuryStockMember 2017-01-01 2017-12-31
0000912061 us-gaap:AdditionalPaidInCapitalMember 2017-01-01 2017-12-31 0000912061
us-gaap:RetainedEarningsMember 2018-01-01 2018-12-31 0000912061 us-gaap:TreasuryStockMember 2018-01-01
2018-12-31 0000912061 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2017-12-31 0000912061
us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-12-31 0000912061
us-gaap:AccumulatedOtherComprehensiveIncomeMember 2017-01-01 2017-12-31 0000912061
us-gaap:AdditionalPaidInCapitalMember 2018-01-01 2018-12-31 0000912061 2016-12-31 0000912061
us-gaap:AdditionalPaidInCapitalMember 2017-12-31 0000912061
us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-01-01 2018-12-31 0000912061
us-gaap:AdditionalPaidInCapitalMember 2016-12-31 0000912061
us-gaap:SellingGeneralAndAdministrativeExpensesMember 2018-01-01 2018-12-31 0000912061
us-gaap:AccountingStandardsUpdate201602Member us-gaap:ScenarioForecastMember
us-gaap:SubsequentEventMember 2019-01-01 0000912061 nhtc:NoncurrentLiabilitiesMember 2018-12-31
0000912061 country:KR 2018-12-31 0000912061 country:CN 2015-06-30 0000912061 country:CN 2017-12-31
0000912061 us-gaap:SellingGeneralAndAdministrativeExpensesMember 2017-01-01 2017-12-31 0000912061
nhtc:PremiumNoniJuiceMember us-gaap:SalesRevenueProductLineMember
us-gaap:ProductConcentrationRiskMember 2018-01-01 2018-12-31 0000912061 country:CN 2018-12-31
0000912061 nhtc:OtherAccruedExpensesMember 2018-12-31 0000912061 srt:MaximumMember
us-gaap:FurnitureAndFixturesMember 2018-01-01 2018-12-31 0000912061 srt:MinimumMember 2018-01-01
2018-12-31 0000912061 srt:MaximumMember 2018-01-01 2018-12-31 0000912061
nhtc:LongTermIncentivePlanPaymentCommencingInFebruary2021AndEndingInDecember2023Member 2018-12-31
0000912061 nhtc:EnhancedEssentialProbioticsMember us-gaap:SalesRevenueProductLineMember
us-gaap:ProductConcentrationRiskMember 2018-01-01 2018-12-31 0000912061
nhtc:LongTermIncentivePlanPaymentCommencingInFebruary2021AndEndingInDecember2023Member 2017-12-31
0000912061
nhtc:LongTermIncentivePlanPaymentCommencingInFebruaryOfTheCalendarYearImmediatelyFollowingTheConclusionOfTh
2018-12-31 0000912061 srt:MinimumMember us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2018-01-01
2018-12-31 0000912061 srt:MinimumMember us-gaap:FurnitureAndFixturesMember 2018-01-01 2018-12-31
0000912061 srt:MaximumMember us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2018-01-01 2018-12-31
0000912061 nhtc:AutoShipAdvancesMember 2018-12-31 0000912061 nhtc:UnshippedProductMember 2018-12-31
0000912061 nhtc:OtherRevenueMember 2017-12-31 0000912061 nhtc:UnshippedProductMember 2017-12-31
0000912061 us-gaap:CashMember 2018-12-31 0000912061 us-gaap:CashMember 2017-12-31 0000912061
nhtc:AutoShipAdvancesMember 2017-12-31 0000912061 nhtc:OtherRevenueMember 2018-12-31 0000912061
us-gaap:CashEquivalentsMember 2018-12-31 0000912061 us-gaap:CashEquivalentsMember 2017-12-31
0000912061 us-gaap:FairValueInputsLevel3Member us-gaap:FairValueMeasurementsRecurringMember 2017-12-31
0000912061 us-gaap:CashEquivalentsMember us-gaap:FairValueInputsLevel3Member

us-gaap:FairValueMeasurementsRecurringMember 2017-12-31 0000912061
us-gaap:FairValueInputsLevel12And3Member us-gaap:FairValueMeasurementsRecurringMember 2017-12-31
0000912061 us-gaap:CashEquivalentsMember us-gaap:FairValueInputsLevel12And3Member
us-gaap:FairValueMeasurementsRecurringMember 2017-12-31 0000912061 us-gaap:FairValueInputsLevel1Member
us-gaap:FairValueMeasurementsRecurringMember 2017-12-31 0000912061 us-gaap:CashEquivalentsMember
us-gaap:FairValueInputsLevel2Member us-gaap:FairValueMeasurementsRecurringMember 2017-12-31 0000912061
us-gaap:CashEquivalentsMember us-gaap:FairValueInputsLevel1Member
us-gaap:FairValueMeasurementsRecurringMember 2017-12-31 0000912061 us-gaap:FairValueInputsLevel2Member
us-gaap:FairValueMeasurementsRecurringMember 2017-12-31 0000912061 us-gaap:CashEquivalentsMember
us-gaap:FairValueInputsLevel3Member us-gaap:FairValueMeasurementsRecurringMember 2018-12-31 0000912061
us-gaap:FairValueInputsLevel2Member us-gaap:FairValueMeasurementsRecurringMember 2018-12-31 0000912061
us-gaap:FairValueInputsLevel12And3Member us-gaap:FairValueMeasurementsRecurringMember 2018-12-31
0000912061 us-gaap:CashEquivalentsMember us-gaap:FairValueInputsLevel1Member
us-gaap:FairValueMeasurementsRecurringMember 2018-12-31 0000912061 us-gaap:CashEquivalentsMember
us-gaap:FairValueInputsLevel12And3Member us-gaap:FairValueMeasurementsRecurringMember 2018-12-31
0000912061 us-gaap:CashEquivalentsMember us-gaap:FairValueInputsLevel2Member
us-gaap:FairValueMeasurementsRecurringMember 2018-12-31 0000912061 us-gaap:FairValueInputsLevel1Member
us-gaap:FairValueMeasurementsRecurringMember 2018-12-31 0000912061 us-gaap:FairValueInputsLevel3Member
us-gaap:FairValueMeasurementsRecurringMember 2018-12-31 0000912061 us-gaap:CashEquivalentsMember
nhtc:FinancialInstitutionInstrumentsMember 2017-12-31 0000912061 us-gaap:CashEquivalentsMember
nhtc:MunicipalBondsAndNotesMember 2018-12-31 0000912061 us-gaap:CashEquivalentsMember
nhtc:MunicipalBondsAndNotesMember 2017-12-31 0000912061 us-gaap:CashEquivalentsMember
us-gaap:CorporateDebtSecuritiesMember 2017-12-31 0000912061 us-gaap:CashEquivalentsMember
us-gaap:CorporateDebtSecuritiesMember 2018-12-31 0000912061 us-gaap:CashEquivalentsMember
nhtc:FinancialInstitutionInstrumentsMember 2018-12-31 0000912061 2013-05-31 0000912061
nhtc:SecuritiesClassActionMember 2018-04-02 2018-04-02 0000912061 nhtc:ShareholderDerivativeClaimMember
2018-07-16 2018-07-16 0000912061 2013-05-01 2013-05-31 0000912061 nhtc:SecuritiesClassActionMember
us-gaap:SubsequentEventMember us-gaap:ExecutiveOfficerMember 2019-01-08 2019-01-08 0000912061
nhtc:SecuritiesClassActionMember 2016-03-29 2016-03-29 0000912061 nhtc:SecuritiesClassActionMember
2016-01-01 2016-01-31 0000912061 nhtc:EmploymentAgreementsMember 2018-01-01 2018-12-31 0000912061
us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember 2018-01-01 2018-12-31 0000912061
us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember 2018-12-31 0000912061
us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember 2017-01-01 2017-12-31 0000912061
us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember 2016-12-31 0000912061
us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember 2017-12-31 0000912061
us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember 2018-02-01 2018-02-01 0000912061
2016-01-12 0000912061 nhtc:EquityIncentive2016PlanMember us-gaap:CommonStockMember 2018-12-31
0000912061 us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember 2017-01-24 2017-01-24
0000912061 us-gaap:RestrictedStockMember 2017-01-01 2017-12-31 0000912061 us-gaap:RestrictedStockMember
2018-01-01 2018-12-31 0000912061 nhtc:EquityIncentive2016PlanMember us-gaap:CommonStockMember
2016-04-07 0000912061 2015-07-28 0000912061 us-gaap:AccumulatedTranslationAdjustmentMember 2018-12-31
0000912061 us-gaap:AccumulatedNetUnrealizedInvestmentGainLossMember 2018-12-31 0000912061
us-gaap:AccumulatedTranslationAdjustmentMember 2017-12-31 0000912061
us-gaap:AccumulatedNetUnrealizedInvestmentGainLossMember 2018-01-01 2018-12-31 0000912061
us-gaap:AccumulatedNetUnrealizedInvestmentGainLossMember 2017-12-31 0000912061
us-gaap:AccumulatedTranslationAdjustmentMember 2018-01-01 2018-12-31 0000912061 2018-11-23 2018-11-23
0000912061 2018-08-24 2018-08-24 0000912061 2018-05-25 2018-05-25 0000912061 2018-03-09 2018-03-09
0000912061 nhtc:OtherRestrictedStockMember nhtc:EquityIncentive2016PlanMember 2017-12-31 0000912061
nhtc:OtherRestrictedStockMember nhtc:EquityIncentive2016PlanMember 2017-01-01 2017-12-31 0000912061
nhtc:OtherRestrictedStockMember nhtc:EquityIncentive2016PlanMember 2016-12-31 0000912061 2017-08-31
2017-08-31 0000912061 2017-05-19 2017-05-19 0000912061 2017-11-24 2017-11-24 0000912061 2017-03-03

2017-03-03 0000912061 2017-01-01 2017-06-30 0000912061 us-gaap:DomesticCountryMember 2018-12-31 0000912061 us-gaap:InlandRevenueHongKongMember 2018-01-01 2018-12-31 0000912061 us-gaap:CaymanIslandsTaxInformationAuthorityMember 2018-01-01 2018-12-31 0000912061 us-gaap:StateAdministrationOfTaxationChinaMember 2018-01-01 2018-12-31 0000912061 us-gaap:StateAdministrationOfTaxationChinaMember 2017-01-01 2017-12-31 0000912061 us-gaap:InlandRevenueHongKongMember 2017-01-01 2017-12-31 0000912061 us-gaap:CaymanIslandsTaxInformationAuthorityMember 2017-01-01 2017-12-31 0000912061 nhtc:TheAberdeenGroupLLCMember nhtc:ShipmentofApparelProductsMember srt:AffiliatedEntityMember 2018-01-01 2018-12-31 0000912061 nhtc:BroadyHealthSciencesMember nhtc:ReStoreMember nhtc:RoyaltyAgreementandLicenseMember srt:AffiliatedEntityMember 2018-01-01 2018-12-31 0000912061 nhtc:TheAberdeenGroupLLCMember nhtc:ShipmentofApparelProductsMember srt:AffiliatedEntityMember 2018-12-31 0000912061 nhtc:TheAberdeenGroupLLCMember nhtc:SharngHoldingsMember nhtc:ShipmentofApparelProductsMember srt:AffiliatedEntityMember 2018-12-31 0000912061 nhtc:TheAberdeenGroupLLCMember nhtc:ShipmentofApparelProductsMember srt:AffiliatedEntityMember 2017-01-01 2017-12-31 0000912061 nhtc:BroadyHealthSciencesMember nhtc:ReStoreMember nhtc:RoyaltyAgreementandLicenseMember srt:AffiliatedEntityMember 2015-04-29 2015-04-29 0000912061 nhtc:BroadyHealthSciencesMember nhtc:ReStoreMember nhtc:RoyaltyAgreementandLicenseMember srt:AffiliatedEntityMember us-gaap:DirectorMember 2013-02-28 0000912061 nhtc:BroadyHealthSciencesMember nhtc:ReStoreMember nhtc:RoyaltyAgreementandLicenseMember srt:AffiliatedEntityMember 2017-01-01 2017-12-31 0000912061 nhtc:TheAberdeenGroupLLCMember nhtc:ShipmentofApparelProductsMember srt:AffiliatedEntityMember nhtc:PresidentandHisWifeMember 2018-12-31 0000912061 nhtc:TheAberdeenGroupLLCMember nhtc:ShipmentofApparelProductsMember srt:AffiliatedEntityMember 2017-12-31 0000912061 country:US 2018-01-01 2018-12-31 0000912061 country:HK 2017-01-01 2017-12-31 0000912061 srt:EuropeMember 2017-01-01 2017-12-31 0000912061 country:PE 2017-01-01 2017-12-31 0000912061 country:CA 2017-01-01 2017-12-31 0000912061 country:TW 2018-01-01 2018-12-31 0000912061 country:CN 2018-01-01 2018-12-31 0000912061 nhtc:RussiaandKazakhstanDomain 2018-01-01 2018-12-31 0000912061 country:CA 2018-01-01 2018-12-31 0000912061 srt:EuropeMember 2018-01-01 2018-12-31 0000912061 nhtc:RussiaandKazakhstanDomain 2017-01-01 2017-12-31 0000912061 country:KR 2018-01-01 2018-12-31 0000912061 country:KR 2017-01-01 2017-12-31 0000912061 country:US 2017-01-01 2017-12-31 0000912061 country:PE 2018-01-01 2018-12-31 0000912061 country:TW 2017-01-01 2017-12-31 0000912061 nhtc:OtherForeignCountriesMember 2017-01-01 2017-12-31 0000912061 country:CN 2017-01-01 2017-12-31 0000912061 nhtc:OtherForeignCountriesMember 2018-01-01 2018-12-31 0000912061 country:HK 2018-01-01 2018-12-31 0000912061 nhtc:OtherForeignCountriesMember 2018-12-31 0000912061 country:US 2017-12-31 0000912061 nhtc:OtherForeignCountriesMember 2017-12-31 0000912061 country:HK 2018-12-31 0000912061 country:US 2018-12-31 0000912061 country:HK 2017-12-31 0000912061 us-gaap:ShippingAndHandlingMember 2017-01-01 2017-12-31 0000912061 us-gaap:ProductMember 2017-01-01 2017-12-31 0000912061 us-gaap:ProductMember 2018-01-01 2018-12-31 0000912061 us-gaap:ShippingAndHandlingMember 2018-01-01 2018-12-31 0000912061 us-gaap:SubsequentEventMember 2019-01-27 2019-01-27 0000912061 us-gaap:RestrictedStockMember nhtc:EquityIncentive2016PlanMember us-gaap:SubsequentEventMember 2019-02-01 2019-02-01 0000912061 us-gaap:SubsequentEventMember 2019-03-15 2019-03-15 xbrli:pure nhtc:defendant nhtc:plaintiff nhtc:order utreg:Rate nhtc:class xbrli:shares iso4217:USD iso4217:USD xbrli:shares iso4217:CNY nhtc:installment nhtc:claim

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2018

or

.. 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: 001-36849

NATURAL HEALTH TRENDS CORP.

(Exact name of registrant as specified in its charter)

Delaware	59-2705336
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Units 1205-07, 12F
Mira Place Tower A
132 Nathan Road, Tsimshatsui
Kowloon, Hong Kong
(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code: +852-3107-0800

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.001 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

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 þ No ¨

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

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

Large accelerated filer ¨	Accelerated filer þ
Non-accelerated filer ¨	Smaller reporting company þ
	Emerging growth company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing price of such common equity on June 30, 2018: $182,584,301

At April 22, 2019, the number of shares outstanding of the registrant's common stock was 11,398,695 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the United States Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year end to which this report relates are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

NATURAL HEALTH TRENDS CORP.
Annual Report on Form 10-K
December 31, 2018

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, in particular “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Item 1. Business,” include “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). When used in this report, the words or phrases “will likely result,” “expect,” “intend,” “will continue,” “anticipate,” “estimate,” “project,” “believe” and sim expressions are intended to identify “forward-looking statements” within the meaning of the Exchange Act. These statements represent our expectations or beliefs concerning, among other things, future revenue, earnings, growth strategies, new products and initiatives, future operations and operating results, and future business and market opportunities.

Forward-looking statements in this report speak only as of the date hereof, and forward-looking statements in documents incorporated by reference speak only as of the date of those documents. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. We caution and advise readers that these statements are based on certain assumptions that may not be realized and involve risks and uncertainties that could cause actual results to differ materially from the expectations and beliefs contained herein.

For a summary of certain risks related to our business, see “Item 1A. Risk Factors” in this report. Additional factors that could cause actual results to differ materially from our forward-looking statements are set forth in this report, including under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in our financial statements and the related notes.

Unless otherwise noted, the terms “we,” “our,” “us,” and “Company,” refer to Natural Health Trends Corp. and its subsidiaries References to “dollars” and “$” are to United States dollars.

Table of Contents

Part I

Item 1. BUSINESS

Overview of Business

Natural Health Trends Corp. is an international direct-selling and e-commerce company. Subsidiaries controlled by us sell personal care, wellness, and “quality of life” products under the “NHT Global” brand. Our wholly-owned subsidiaries have an active physical presence in the following markets: the Americas, which consists of the United States, Canada, Cayman Islands, Mexico and Peru; Greater China, which consists of Hong Kong, Taiwan and China; Southeast Asia, which consists of Singapore, Malaysia, Thailand and Vietnam; South Korea; Japan; India; and Europe. We also operate in Russia and Kazakhstan through our engagement with a local service provider.

Most of our order volume, particularly in our Hong Kong subsidiary, is for personal consumption through existing members’ referrals. Our objectives are to enrich the lives of the users of our products and enable our members to benefit financially from the sale of our products.

We were originally incorporated as a Florida corporation in 1988. We re-incorporated in Delaware effective June 29, 2005. In January 2019, the Company relocated its corporate headquarters from Rolling Hills Estates, California to Hong Kong.

Our common stock is currently traded on the NASDAQ Capital Market under the symbol “NHTC.”

Available Information

Our website is located at www.naturalhealthtrendscorp.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to such reports are available, free of charge, on our website as soon as reasonably practicable after we file electronically such material with, or furnish it to, the United States Securities and Exchange Commission, or SEC. The information provided on our website should not be considered part of this report. The SEC maintains an internet website at http://www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Our Principal Products

We offer a line of “NHT Global” branded products in seven distinct categories: wellness, herbal, beauty, lifestyle, home, baby, and active. These product categories, along with the business opportunity we offer in most of our markets, provide our members a platform to further their goal of achieving and maintaining healthy, quality lifestyles complete with product supplementation and the opportunity for financial rewards.

Table of Contents

The following table summarizes our product offering by category:

Product Category	Description	Products
Wellness		
Products formulated and designed to meet specific wellness goals of our customers. Includes targeted nutrition for joint health, antioxidant support, digestive health, heart health, vision health, immune support and cellular health.	Liquid, encapsulated, tableted and powder dietary and nutritional supplements, vitamins, minerals	Premium Noni Juice, Triotein®, Cluster X2®, Children's Chewable MultiVitamin, ReStor Silver®, ReStor Vital®, HerBalance®, Trifusion Max™, Glucosamine 2200, FibeRich®, Energin, Enhanced Essential Probiotics®, Omega 3 Essential Fatty Acids, Memory Burst®, StemRenu®, OcuFocus, FE Enzyme Toothpaste, RespFactor®, CurcuMore®, AdaptoGin®
Herbal		
Products formulated incorporating ingredients commonly found in traditional Chinese medicine.	Herbal supplements	LivaPro®, Cordyceps Mycelia CS-4, Purus, CogniMax®
Beauty		
Products to help improve skin health and bring an appearance of youthful vibrancy. This product line includes anti-aging and hydrating cleansers, creams, lotions, serums and toners to moisturize, protect and improve the appearance of skin.	Facial skin care and hand and body care	Skindulgence® 30-Minute Non-Surgical Facelift System, Time Restore Eye Cream and Essence, BioCell SC Mask, 24K Renaissance Rejuvenation Serum, Valesce®, Floraeda Hydrating Series, NHT Homme®, Botanical Hand Protector, Airelle® Exfoliating Cleanser, Airelle® Age-Defying Facial Serum, Airelle® Intense Hydrating Repair Complex, Airelle® Age-Defying Eye & Lip Treatment, Airelle® Hydrating Manuka Mask
Lifestyle		
Products uniquely formulated to improve overall quality of life and to support active, physical and healthy lifestyles including weight management, intimacy support and energy enhancing supplements.	Supplements and topical gels for improved vitality	Alura® Lux by NHT Global, Valura Lux™, LaVie™ Vibrant Energy drink, Twin Slim Diet Jelly®, NaturalGlo™
Home		
Products designed to create a clean and natural living environment for the home.	Home and car appliances	PurAir Air Purifier, AquaPur Water Purifier
Baby		

Products uniquely formulated with gentle ingredients from nature for infants and babies.	Infant and toddler bath and body care	Moisturizing Lotion and Foaming Cleanser
Active		
Products uniquely formulated to support those with active, healthy lifestyles. Products include dietary supplements to enhance daily nutrition for lasting energy and offer pre- and post- workout support.	Dietary supplement drink mixes for nutritional support, mental and physical performance enhancement and refuel and recovery support	Phyto Daily Active, Charge NOX, Optimal Recovery

We continuously source unique, proprietary and immediate impact products to offer to our members and customers. Our product development is an ongoing process that is fueled by marketplace trends, new technologies and scientific findings, members' input, research and vendor proposals.

Table of Contents

Working closely with raw material manufacturers and contract manufacturers, our mission is to co-develop and bring to market the highest quality products. Our manufacturers are primarily located in the United States, as well as a few in South Korea, Hong Kong and China. Our raw materials are sourced from reputable suppliers around the world. All current and new products introduced into the market are tested to ensure country and state regulatory compliance requirements are met where the products are sold. This includes proper handling, shipping, and shelf-life recommendations for our products. In addition, raw material Certificates of Analysis are reviewed to ensure that appropriate testing has been performed and are within required ingredient specifications.

Operations of the Business

Operating Strategy

Our objective is to help our members succeed in achieving their life objectives; be it personal health, beauty, happiness or financial rewards. Our employees focus on assisting our members in attaining their goals.

We believe we have a competitive business model applicable to the markets in which we operate based on six key competencies:

- Our field leaders are experienced and culturally coherent. They work effectively with our management, implementing our strategies and providing continuous feedback to improve our services.

- A discipline and capability has been established to continue launching high-quality consumer products that are designed to facilitate the accomplishment of our corporate objectives.

- We have developed and rolled out a comprehensive training system that provides a complete career path appropriate for our members. Our training material covers the needs of our members, be they prospects, new recruits, product evangelists, sales leaders or dream builders.

- We have developed a year-round, multi-faceted promotional plan that targets different segments of our membership and has proven effective in the last few years.

- We have implemented a commission structure that makes it as easy as possible to join our business, while giving existing members a chance to start earning money as quickly as possible in multiple ways.

- The continuously improving mentality and methodology in our customer services have not only distinguished us as an organization, but have also given us a constant flow of information as to how we can do better to service our members.

Sourcing of Products

Our staff works with research and development personnel of our manufacturers and other prospective vendors to create product concepts and develop the product ideas into actual products. We then may enter into supply agreements with the vendors pursuant to which we obtain rights to sell the products under private labels (or trademarks) that are owned by us. In addition, some of our local markets introduce their own products from time to time and these products are sometimes adopted by our other markets.

We generally purchase finished goods from manufacturers and sell them to our members for retail and personal consumption. We believe that in the event we are unable to source products from our current or alternate suppliers, our revenue, income and cash flow could be adversely and materially impacted. We have some contracts with our suppliers with automatic renewal rights.

Marketing and Distribution

We distribute our products internationally primarily through a network marketing system, which is a form of person-to-person direct selling. Under this system, members primarily refer our products to prospective consumers or they may buy at wholesale prices for personal consumption or for resale to consumers. The concept of network marketing is based on the strength of personal recommendations that frequently come from friends, neighbors, relatives, and close acquaintances. We believe that network marketing is an effective way to distribute our products because it allows person-to-person product education and testimonials as well as higher levels of customer service, all of which are not as readily available through other distribution channels. In this document, we generically use the term “member” to refer to members who purchase for their own consumption or for resale, or both, as well as to members who only sign up to consume our products.

Each of our products is designated a specified number of bonus volume points. Commissions are paid to members based on total personal and group bonus volume points per weekly sales period. Bonus volume points are essentially a percentage of a product’s wholesale price.

Virtually all of our members are independent full-time or part-time contractors who purchase products directly from our subsidiaries via the internet for their own personal consumption or for resale to retail consumers. Purchasers of our products in some of our smaller markets and purchasers of our products from our China subsidiary may purchase only for their own personal consumption and not for resale.

The following table sets forth the number of active members by market as of the dates indicated. We consider a member “active” if they have placed at least one product order with us during the preceding year. Members may not necessarily reside in the market for which they sign up as a member.

	December 31,	
	2018	2017
Americas[1]	6,880	5,540
Hong Kong (including those members residing in China)[2]	84,690	82,150
Taiwan	2,970	4,460
South Korea	180	200
Japan	170	130
Singapore	70	80
Malaysia	150	—
Russia and Kazakhstan	790	790
Europe	1,940	2,320
Total	97,840	95,670

———————————

[1] *United States, Canada, Mexico and Peru*

[2] *Substantially all of our Hong Kong revenues are derived from the sale of products that are delivered to members in China. See “Item 1A. Risk Factors”.*

Members must agree to the terms and conditions of our member agreement posted on our website. The member agreement sets forth our policies and procedures, and we may elect to terminate a member for non-compliance.

We pay commissions to eligible members based on product purchases by such members’ down-line customers and members during a given commission period. To be eligible to receive commissions, members in some countries may be required to make nominal monthly or other periodic purchases of products. See “Working with Members.”

Members generally place orders through the internet and pay by credit card prior to shipment. Accordingly, we carry minimal accounts receivable and credit losses are historically negligible.

We sponsor promotional meetings, product education, motivational and personal development training events for current and potential members. These events are designed to inform prospective and existing members about both existing and new product lines, our latest marketing and promotional plans, and new services improvements. These events also serve as a venue for recognition of member accomplishments. Members typically share their experiences in using our products and developing their business at these events. We are continually developing and updating our marketing strategies and programs to motivate our members.

Management Information Systems

Our business uses a proprietary web-based system to process orders and to communicate bonus volume activity and commissions to members. We have automated a substantial amount of our financial reporting processes through implementation of Oracle's E-Business Suite, and have integrated other critical business processes such as inventory management, purchasing and costing in our most significant markets.

Table of Contents

Employees

At December 31, 2018, we employed 153 total full-time employees worldwide, of which 102 were located in Greater China (Hong Kong, China, and Taiwan), 34 in the Americas (United States, Canada, Cayman Islands, and Peru), three in Russia, three in Malaysia, three in South Korea, three in Europe, two in Japan, one in Singapore, one in Thailand, and one in Vietnam.

Seasonality

From quarter to quarter, we are somewhat impacted by seasonal factors and trends such as major cultural events and vacation patterns. For example, most Asian markets celebrate their respective local New Year in the first quarter. This generally has a significant impact on the services of our third-party providers, and can negatively impact our net sales. We believe that net sales can also be negatively impacted during the third quarter, when many of our members traditionally take time off for vacations. In addition, the national holidays in Hong Kong, China and Taiwan in early October tend to have an adverse effect on sales in those markets.

Our spending, as well as to some extent revenue, is affected by the major events planned at different times of the year. A major promotional event could significantly increase the reported expenses during the quarter in which the event actually takes place, while the revenue that might be generated by the event may not occur in the same reporting period.

Intellectual Property

Most of our products are packaged under a “private label” arrangement. We have obtained or applied for trademark registration for certain names, logos and various product names in several countries in which we are doing business or considering expanding. We also rely on common law trademark rights to protect our unregistered trademarks. These common law trademark rights do not provide us with the same level of protection as afforded by a United States federal trademark. Common law trademark rights are limited to the geographic area in which the trademark is actually utilized, while a United States federal registration of a trademark enables the registrant to discontinue the unauthorized use of the trademark by a third party anywhere in the United States even if the registrant has never used the trademark in the geographic area where the trademark is being used; provided, however, that the unauthorized third party user has not, prior to the registration date, perfected its common law rights in the trademark within that geographic area.

We have U.S. and foreign holding and operating company structures for our businesses, which involve the division of our United States and non-United States operations. Under this structure, the foreign holding company retains the economic ownership of the intangible property outside of the United States, including trademarks, trade secrets and other proprietary information.

Working with Members

Sponsorship

Enrolling new members creates multiple levels in our direct selling structure. The persons that a member enrolls within the network are referred to as “sponsored” members, who may purchase product solely for their own personal consumption, for resale, or both. Persons newly enrolled are assigned into network positions that can be “under” other members, and thus they can be called “down-line” members. If down-line members also enroll new members, they create additional levels within the structure, but their down-line members remain in the same down-line network as the original member that introduced them to our business.

While we provide informational brochures and other sales materials, members are primarily responsible for enrolling and educating their new members with respect to products, the compensation plan and how to build a successful membership network.

Members are not required to enroll other members as their down-line, and we do not pay any commissions for enrolling new members. However, because of the financial incentives provided to those who succeed in building a member network that consumes and resells products, we believe that many of our members attempt, with varying degrees of effort and success, to enroll additional members. Because they are seeking new opportunities for income, people are often attracted to become members after using our products or after attending introductory seminars. Once a person becomes a member, he or she is able

Table of Contents

to purchase products directly from us at wholesale prices via the internet. The member is also entitled to enroll other members in order to build a network of members and product users.

Compensation Plans

We employ what is commonly referred to as a binary compensation plan, enhanced with certain unilevel features. Under our compensation plan, members are paid weekly commissions by our subsidiary in which they are enrolled for product purchases by their down-line member network across all geographic markets. Our China subsidiary maintains an e-commerce retail platform and does not pay commissions, although our Chinese members may participate in our compensation plan through our other subsidiaries. This “seamless” compensation plan enables a member located in one country to sponsor other members located in other countries. Currently, there are basically two ways in which members can earn income:

- Through commissions paid on the accumulated bonus volume from product purchases made by their down-line members and customers; and

- Through retail profits on sales of products purchased by members at discount and wholesale prices and resold at retail prices (for purchasers in some of our smaller markets and purchasers from our China subsidiary, sales are for personal consumption only and income may not be earned through retail profits).

Each of our products is designated a specified number of bonus volume points. Commissions are based on total personal and group bonus volume points per sales period. Bonus volume points are essentially a percentage of a product’s wholesale price. As the member’s business expands, the member receives higher commissions from purchases made by an expanding down-line network. To be eligible to receive commissions, a member may be required to make nominal monthly or other periodic purchases of our products. Certain of our subsidiaries do not require these nominal purchases for a member to be eligible to receive commissions. In determining commissions, the number of levels of down-line members included within the member’s commissionable group increases as the number of memberships directly below the member increases. Under our current compensation plan, some of our commission payout may be limited to a hard cap dollar amount per week or a specific percentage of the total product sales. In some markets, commissions may be further limited.

In some markets, we also pay certain bonuses on purchases by up to three generations of personally sponsored members, as well as bonuses on commissions earned by up to seven generations of personally sponsored members. Members can also earn income, trips and other prizes in specific time-limited promotions and contests we hold from time to time.

Occasionally, we make modifications and enhancements to our compensation plan to help motivate members, which can have an impact on member commissions. We may also enter into agreements for business or market development, which could result in additional compensation to specific members.

Member Support

We are committed to providing a high level of support services tailored to the needs of our members in each market we are serving. We attempt to meet the needs and build the loyalty of members by providing personalized member services and by maintaining a generous product return policy (see “Product Warranties and Returns”). We believe that maximizing a member’s efforts by providing effective member support has been, and could continue to be, important to our success.

Through product training meetings, regular conventions, web-based messages, member focus groups, regular telephone conference calls and other personal contacts with members, we seek to understand and satisfy the needs of our members. Via our websites, we may provide product fulfillment and tracking services that result in user-friendly and timely product distribution.

To help maintain communication with our members, we offer the following support programs:

- Teleconferences – we hold teleconferences with associate field leadership on various subjects such as technical product discussions, member organization building and management techniques.
- Internet – we maintain a website at www.nhtglobal.com. On this website, the user can read company news, learn more about various products, sign up to be a member, place orders, and track the fulfillment and delivery of their orders.
- Product Tools – we offer a variety of marketing tools to members, including product catalogs, videos, informational brochures, pamphlets and posters for individual products, which are both printed and available online.

Table of Contents

- Broadcast E-mail and Text Messages – we send announcements via e-mail and/or text messages to members who opt in to receive this form of communication.

- Social Media Tools – in some countries we maintain country-specific social media sites to foster a community environment around our product offering and business opportunity.

Technology and Internet Initiatives

We believe that the internet is important to our business as more consumers communicate online and purchase products over the internet as opposed to traditional retail and direct sales channels. As a result, we have committed significant resources to our e-commerce capabilities and the abilities of our members to take advantage of the internet. Substantially all of our sales take place via the internet. We offer a global web page that allows a member to have a personalized replicating website through which he or she can sell products in all of the countries in which we do business. Links to these websites can be found at our main website for members at www.nhtglobal.com. The information provided on these websites should not be considered part of this report.

Rules Affecting Members

Our member policies and procedures establish the rules that members must follow in each market. We also monitor member activity in an attempt to provide our members with a "level playing field" so that one member may not be disadvantaged by the activities of another. We require our members to present products and business opportunities in an ethical and professional manner. Members further agree that their presentations to customers must be consistent with, and limited to, the product claims and representations made in our literature.

Our policies and procedures require that we produce or pre-approve all sales aids used by members such as presentations, videos, audio recordings, brochures and promotional clothing. Further, members may not use any form of media advertising to promote products unless it is pre-approved by us. Members are not entitled to use our trademarks or other intellectual property without our prior consent. If we are made aware of unapproved materials being used, we notify and direct the relevant members to cease using such materials. In addition to regularly communicating to our members what is and is not appropriate to say about product or income claims, we have engaged a third-party service provider to assist us in monitoring the internet and various social media to identify potential misconduct or violations of our policies and procedures.

Our compliance and member services department reviews reports of alleged member misbehavior. If we determine that a member has violated our member policies or procedures, we may terminate the member's rights completely. Alternatively, we may impose sanctions, such as warnings, probation, withdrawal or denial of an award, suspension of privileges of the membership, fines, withholding commissions, until specified conditions are satisfied or other appropriate injunctive relief. Virtually all of our members are independent contractors, not employees, and may act independently of us. Further, our members may resign or terminate their membership at any time without notice. See "Item 1A. Risk Factors."

Government Regulations

Direct Selling Activities

Direct selling, or multi-level marketing, activities are regulated by various federal, state and local governmental agencies in the United States and other countries. These laws and regulations are generally intended to prevent fraudulent or deceptive schemes. The laws and regulations in our current markets often:

- impose cancellation/product return, inventory buy-backs and cooling-off rights for consumers and members;
- require us or our members to obtain a license from, or register with, governmental agencies;
- impose reporting requirements; and
- impose upon us requirements, such as requiring members to maintain levels of retail sales to qualify to receive commissions, to ensure that members are being compensated for sales of products and not for recruiting new members.

The laws and regulations governing direct selling are modified from time to time, and, like other direct selling companies, we may be subject from time to time to government reviews, examinations or investigations in our various markets related to our direct selling activities. This can require us to make changes to our business model and aspects of our global compensation plan in the markets impacted by such changes and examinations.

At the end of 2005, China adopted new direct selling and anti-pyramiding regulations that are restrictive and contain various limitations, including a restriction on the ability to pay multi-level compensation to independent members and engage in certain member recruitment activities. The regulatory environment in China is complex, and our operations in China can receive regulatory and media attention.

The Chinese government scrutinizes activities of direct selling companies. Our business continues to be subject to regulations and examinations by municipal and provincial level regulators. At times, actions by government regulators have impacted our members' activities in certain locations, and have resulted in a few cases of enforcement actions. In each of these cases, we helped our members with their defense in the legality of their conduct. We expect that our business model will continue to evolve, as we work with our professional advisors and regulators to make any changes that need to be made to comply with the direct selling and other regulations.

We believe that neither our Hong Kong-based website nor our e-commerce platform in China require a direct selling license in China, which we currently do not hold. We have previously sought to obtain a direct selling license, and in August 2015 initiated the process for submitting a new preliminary application for a direct selling license in China. If we are able to obtain a direct selling license in China, we believe that the incentives inherent in the direct selling model in China would incrementally benefit our existing business. Increased sales in China that could be derived from obtaining a direct selling license may be partially offset by the higher fixed costs associated with the establishment and maintenance of required service centers and branch offices. We are unable to predict whether and when we will be successful in obtaining a direct selling license to operate in China, and if we are successful, when we will be permitted to conduct direct selling operations and whether such operations would be profitable.

Regulation of Our Products

Our products and related promotional and marketing activities are subject to extensive governmental regulation by numerous governmental agencies and authorities in the United States, including the U.S. Food and Drug Administration (the "FDA"), the Federal Trade Commission (the "FTC"), the Consumer Product Safety Commission, the United States Department of Agriculture, State Attorneys General and other state regulatory agencies. In our foreign markets, the products are generally regulated by similar government agencies.

Our personal care products are subject to various laws and regulations that regulate cosmetic products and set forth regulations for determining whether a product can be marketed as a "cosmetic" or requires further approval as an over-the-counter (OTC) cosmetic. In the United States, regulation of cosmetics is under the jurisdiction of the FDA. The Food, Drug and Cosmetic Act defines cosmetics by their intended use, as "articles intended to be rubbed, poured, sprinkled, or sprayed on, introduced into, or otherwise applied to the human body . . . for cleansing, beautifying, promoting attractiveness, or altering the appearance." Among the products included in this definition are skin moisturizers, eye and facial makeup preparations, perfumes, lipsticks, fingernail polishes, shampoos, permanent waves, hair colors, toothpastes and deodorants, as well as any material intended for use as a component of a cosmetic product. Conversely, a product will not be considered a cosmetic, but may be considered a drug if it is intended for use in the diagnosis, cure, mitigation, treatment, or prevention of disease, or is intended to affect the structure or any function of the body. A product's intended use can be surmised from marketing or product claims. The other markets in which we operate have similar regulations.

8

Table of Contents

In Japan, the Ministry of Health, Labour and Welfare regulates the sale and distribution of cosmetics and requires us to have an import business license and to register each personal care product imported into Japan. In Taiwan, all "medicated" cosmetic products require registration. In China, personal care products are placed into one of two categories, "general" and "drug." Products in both categories require submission of formulas and other information with the health authorities, and drug products require human clinical studies. The product registration process in China for these products can take from nine to more than 18 months or longer. Such regulations in any given market can limit our ability to import products and can delay product launches as we go through the registration and approval process for those products. The sale of cosmetic products is regulated in the European Union under the European Union Cosmetics Directive, which requires a uniform application for foreign companies making personal care product sales. In Peru, this is managed by the governing arm DIGEMID (Dirección General de Medicamentos, Insumos y Drogas) and can take up to three months to fully register as saleable. Similarly, in Mexico, the governing arm is COFEPRIS (Comisión Federal para la Protección contra Riesgos Sanitarios) and can also take three to six months to fully register as saleable.

The markets in which we operate all have varied regulations that distinguish foods and nutritional health supplements from "drugs" or "pharmaceutical products." Because of the varied regulations, some products or ingredients that are recognized as a "food" in certain markets may be treated as a "pharmaceutical" in other markets. These regulations may require us to either modify a product or refrain from selling the product in a given market. As a result, we must regularly modify the ingredients and/or the levels of ingredients in our products to ensure all applicable regulatory restrictions are addressed. In some circumstances, the regulations in foreign markets may require us to obtain regulatory approval prior to introduction of a new product or limit our uses of certain ingredients altogether. There has been an increased movement in the United States and other markets to expand the regulation of dietary supplements. This could impose additional restrictions or requirements in the future. Because of this increased regulatory focus, our internal regulatory staff has grown and review efforts have been enhanced in order to comply with our understanding of current regulations.

FDA regulations require current good manufacturing practices (cGMP) for dietary supplements. The regulations seek to ensure personnel are routinely and properly trained, that dietary supplements are produced in a quality manner, do not contain contaminants or impurities, and are accurately labeled. The regulations include requirements for establishing quality control procedures for us and our vendors and suppliers, designing and constructing manufacturing plants, and testing ingredients and finished products. The regulations also include requirements for record keeping and handling consumer product complaints. If dietary supplements contain contaminants or do not contain the type or quantity of dietary ingredient they are represented to contain, the FDA would consider those products to be adulterated or misbranded. We seek to ensure compliance with all regulatory requirements through our periodic manufacturer and warehouse audits, as well as our corrective action request (CAR) program, if needed. The cGMP also extend to logistics where we seek to minimize any safety risks associated with product distribution.

Our business is subject to additional FDA regulations, such as those implementing an adverse event reporting system ("AER's"), which requires us to document and track adverse events and report serious adverse events, which are events involving hospitalization or death, associated with consumers' use of our products.

Most of our major markets also regulate advertising and product claims regarding the efficacy of products. This is particularly true with respect to our dietary supplements because we typically market them as foods or health functional foods. For example, in the United States, we are unable to claim that any of our nutritional supplements will diagnose, cure, mitigate, treat or prevent disease. In the United States, the Dietary Supplement Health and Education Act, however, permits substantiated, truthful and non-misleading statements of nutritional support to be made in labeling, such as statements describing general well-being resulting from consumption of a dietary ingredient or the role of a nutrient or dietary ingredient in affecting or maintaining a structure or a function of the body. Most of the other markets in which we operate have not adopted similar legislation, so distribution of U.S. products may be subject to more restrictive limitations on the claims we can make about our products in these markets.

China's 100-Day Campaign Focusing on Health Products and Services

On January 8, 2019, the Chinese government announced a comprehensive 100-day campaign focusing on companies involved in the sale of food, equipment, daily necessities, small home electrical appliances and services that are claimed to promote health. The Chinese government ministries in charge of this campaign indicated that they are targeting illegal practices in the industry, particularly the manufacture and sale of counterfeit and substandard products, and false advertising and misleading claims as to the health benefits of products and services. It is understood that the campaign is specifically focused on the business practices of direct selling companies. During the campaign, we understand that the government will not issue any additional direct selling licenses, will cease issuing certifications of quality or other approvals of various healthcare products, and will review its regulatory oversight of the industry. We believe that the campaign will negatively impact our business in China in the short-term, but will benefit us and Chinese consumers in the long-term as purveyors of substandard products are driven from the market. Although we understand the 100-day campaign would have expired on or about April 18, 2019, we are not aware of any information indicating that the campaign has been concluded. See “Item 1A. Risk Factors - Our operations in China are subject to compliance with a myriad of applicable laws and regulations...” and “Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations - Business Overview.”

Other Regulatory Issues

As we operate through many subsidiaries in foreign jurisdictions, we are subject to foreign exchange control, transfer pricing and custom laws that regulate the flow of funds between our entities for product purchases, management services and contractual obligations, such as the payment of member commissions. As is the case with most companies that operate in direct sales, we might receive inquiries or scrutiny from time to time from government regulatory authorities regarding the nature of our business and other issues, such as compliance with local direct selling, pyramid selling, transfer pricing, customs, taxation, foreign exchange control, securities and other laws.

Product Warranties and Returns

Our refund policies and procedures closely follow industry and country-specific standards, which vary greatly by country. For example, in the United States, the Direct Selling Association recommends that direct sellers permit returns during the twelve-month period following the sale, while in Hong Kong the standard return policy is 14 days following the sale. Our return policies typically conform to local laws or the recommendation of the local direct selling association. In most cases, members who timely return unopened product that is in resalable condition may receive a refund. The amount of the refund may be dependent on the country in which the sale occurred, the timeliness of the return, and any applicable re-stocking fee. NHT Global must be notified of the return in writing and such written requests would be considered a termination notice of the membership. We may alter our return policy in response to special circumstances.

Significant Customers

Sales are made to our members and no single customer accounted for 10% or more of our net sales. However, our business model can result in a concentration of sales to several different members and their network of members. Although no single member accounted for 10% or more of net sales, the loss of a key member or that member’s network could have an adverse effect on our net sales and financial results.

Our Industry

We are engaged in the direct selling industry, selling wellness, herbal, beauty, lifestyle, home and baby products. More specifically, we are engaged in what is called network marketing or multi-level marketing. This type of organizational structure and approach to marketing and sales include companies selling lifestyle enhancement products, cosmetics and dietary supplements, or selling other types of consumer products. Generally, direct selling is based upon an organizational structure in which independent members purchasing a company’s products are compensated for sales made directly to consumers.

Our members are compensated based on sales generated by members they have enrolled and all subsequent members enrolled by their “down-line” network of members. The experience of the direct selling industry has been that once a sizeable network of members is established, new and alternative products and services can be offered to those members for sale to consumers and additional members.

Competition

The network marketing industry is very diverse, with giant multinational corporations as well as smaller, local operators. Big network marketing companies include Nu Skin Enterprises, Inc., USANA Health Sciences, Inc., and Herbalife, Ltd, which have much greater name recognition and financial resources than we do and also have many more members. They are publicly traded and therefore serve as informational benchmarks, but we don’t overlap with them in terms of marketplace or product range. On the other hand, many medium- and small-sized privately held Chinese, Taiwanese and Hong Kong companies are fierce competitors and are much closer to directly competing with us. Also, a number of our former employees and members now work for competitors, and sometimes try to use relationships and knowledge obtained to compete with us.

Our ability to compete with other network marketing companies depends, in significant part, on our success in attracting and retaining members. There can be no assurance that our programs for attracting and retaining members will be successful. The pool of individuals interested in network marketing is limited in each market and is reduced to the extent other network

Table of Contents

marketing companies successfully attract these individuals into their businesses. Although we believe that we offer an attractive opportunity for our members, there can be no assurance that other network marketing companies will not be able to recruit our existing members or deplete the pool of potential members in a given market.

The direct selling channel tends to sell products at a higher price compared to traditional retailers, which poses a degree of competitive risk. There is no assurance that we would continue to compete effectively against retail stores, internet-based retailers or other direct sellers.

Table of Contents

Item 1A. RISK FACTORS

We are exposed to a variety of risks that are present in our business and industry. The following are some of the more significant factors that could affect our business, results of operations and financial condition.

We could be adversely affected by management changes or an inability to attract and retain key management, directors and consultants.

We incur a low level of overhead and are run by a small number of executives, who rely on a small group of employees. Our future success depends to a significant degree on the skills, experience and efforts of our top management and directors. We also depend on the ability of our executive officers and other members of senior management to work effectively as a team. The loss of one or more of our executive officers, members of our senior management or directors could have a material adverse effect on our business, results of operations and financial condition. Moreover, as our business evolves, we may require additional or different management members, directors or consultants, and there can be no assurance that we will be able to locate, attract and retain them if and when they are needed.

Because our Hong Kong operations account for a substantial portion of our overall business, and substantially all of our Hong Kong business is derived from the sale of products to members in China, any material adverse change in our business relating to either Hong Kong or China would likely have a material adverse impact on our overall business.

In 2018 and 2017, approximately 88% and 89% of our revenue, respectively, was generated in Hong Kong. Substantially all of our Hong Kong revenues are derived from the sale of products that are delivered to members in China. This geographic concentration in our business means that events or conditions that could negatively impact this geographic region or our operations in this region would have a greater adverse impact upon our overall business and financial results than would be the case with a company having greater geographic diversification.

Our operations in China are subject to compliance with a myriad of applicable laws and regulations, and any actual or alleged violations of those laws or government actions otherwise directed at us could have a material adverse impact on our business and the value of our company.

In contrast to our operations in other parts of the world, our China subsidiary has not implemented a direct sales model in China. The Chinese government permits direct selling only by organizations that have a license, which we are in the process of applying for, and has also adopted anti-pyramid selling and multilevel marketing legislation. We operate an e-commerce direct selling model in Hong Kong and recognize the revenue derived from sales to both Hong Kong and Chinese members as being generated in Hong Kong. Products purchased by members in China are delivered to third parties that act as the importers of record under agreements to pay applicable duties. In addition, through a Chinese entity, we sell products in China using an e-commerce retail model. Chinese members may elect to participate in either or both of the Chinese entity and the Hong Kong entity.

We continually evaluate our operations in China and Hong Kong for compliance with applicable laws and regulations, including seeking the input of outside professionals and certain Chinese authorities. This process can and has resulted in the identification of certain matters of potential noncompliance. We work on a continuing basis to satisfactorily address such matters, however there can be no assurance that adequate steps are taken or that applicable laws and regulations are properly interpreted. Should the government authorities determine that our activities violate applicable laws and regulations, including China's direct selling, pyramid selling or multilevel marketing laws and regulations, or should new laws or regulations be adopted, there could be a material adverse effect on our business, financial condition and results of operations.

The Chinese government scrutinizes the activities of direct selling companies. Our business continues to be subject to regulations and examinations by municipal and provincial level regulators. At times, actions by government regulators have impacted our members' activities in certain locations and have resulted in a few cases of enforcement actions. In each of these cases, we helped our members with their defense of the legality of their conduct.

Table of Contents

Our business operations and the value of our company can be adversely affected by Chinese government scrutiny of our operations, even if that scrutiny does not result in investigations of our operations. For example, one or more parties encouraged the Beijing City governmental authorities to conduct an investigation of our business, which resulted in a meeting in January 2016 involving members of our Beijing office staff, Beijing City governmental officials, and two complainants. Even though the Beijing City governmental officials advised our staff and the complainants at that meeting that there was insufficient evidence to warrant an investigation of us, mischaracterizations of the meeting immediately appeared in several "news reports." Similarly, a subsequent meeting between several Guangzhou City government officials and members of our Guangzhou office staff that resulted in our providing routine information about our operations to the government officials was mischaracterized in an online posting made immediately following the meeting. Although we remain in regular contact with Chinese government officials and take other steps to address the risks posed by these events, our business and the value of our company remain vulnerable to Chinese government scrutiny of our operations, whether or not initiated by third parties, which scrutiny could result in the Chinese or Hong Kong government taking action against us.

Various other factors could harm our business in Hong Kong and China, such as worsening economic conditions in Hong Kong or China, adverse local publicity, geopolitical or trade tensions between the U.S. and China or other events that may be out of our control. For example, in January 2019, China Central Television (CCTV) aired a segment alleging, among other things, that we conduct an illegal pyramid scheme in China. Several days later, in what we believe was an unrelated development, the Chinese government announced a comprehensive 100-day campaign focusing on companies involved in the sale of food, equipment, daily necessities, small home electrical appliances and services that are claimed to promote health. The Chinese government ministries in charge of this campaign indicated that they are targeting illegal practices in the industry, particularly the manufacture and sale of counterfeit and substandard products, and false advertising and misleading claims as to the health benefits of products and services. It is understood that the campaign is specifically focused on the business practices of direct selling companies. Similarly, during the third quarter of 2007, we learned that the Chinese government was expected to impose a more intense enforcement program against illegal pyramid scheme activities (or "chain sale" activities in transliterated Chinese terms). In January 2019 we, like some of our peers, voluntarily decided to temporarily suspend our member activities, such as product roadshows, product trainings and larger company-sponsored events, in China as we did in 2007. We did this because we have learned that the 100-day campaign was announced in broad outlines by the central government, and the interpretation and enforcement of the campaign was delegated to the provincial and local governments. We consider it a top priority for our business to develop an understanding of and cooperate with all levels and jurisdictions of the government agencies and did not want to run the risk of being inadvertently entangled in the government enforcement actions. Our suspension of member activities currently remains in effect, and it may be necessary or advisable to repeat this or similar actions from time to time in the future, and such periods of reduced activity can and do have a material adverse effect on our business. Although we understand the 100-day campaign would have expired on or about April 18, 2019, we are not aware of any information indicating that the campaign has been concluded.

Although we attempt to work closely with both national and local Chinese governmental agencies in conducting our business, our efforts to comply with national and local laws may be harmed by a rapidly evolving regulatory climate, concerns about activities resembling violations of direct selling, pyramid selling or multi-level marketing legislation, subjective interpretations of laws and regulations, and activities by individual members that may violate laws notwithstanding our strict policies prohibiting such activities.

Any determination that our operations or activities, or the activities of our individual members, employee sales representatives, or importers of record are not in compliance with applicable laws and regulations could result in the imposition of substantial fines, extended interruptions of business, restrictions on our future ability to obtain business licenses or expand into new locations, changes to our business model, the termination of required licenses to conduct business, or other actions, any of which could materially harm our business, financial condition and results of operations.

Our failure to maintain and expand our member relationships could adversely affect our business.

We distribute our products through independent members, and we depend upon them directly for all of our sales in most of our markets. Accordingly, our success depends in significant part upon our ability to attract, retain and motivate a large base of members. Our direct selling organization is headed by a relatively small number of key members. The loss of a significant number of members, or the loss of one or more key members, could materially and adversely affect sales of our products and could impair our ability to attract new members. Moreover, the replacement of members could be difficult because, in our efforts to attract and retain members, we compete with other direct selling organizations, including but not limited to those in the personal care, cosmetic product and nutritional supplement industries. Our members may terminate their services with us at any time and, in fact, like most direct selling organizations, we have a high rate of attrition.

Table of Contents

Our number of active members or their productivity may not increase and could decline in the future. We cannot accurately predict any fluctuation in the number or the productivity of members because we primarily rely upon existing members to enroll and train new members and to motivate new and existing members. Operating results could be adversely affected if our existing and new business opportunities and products do not generate sufficient economic incentive or interest to retain existing members and to attract new members.

The number and productivity of our members could be harmed by several factors, including:

- adverse publicity or negative perceptions regarding us, our products, our method of distribution or our competitors;
- lack of interest in, or the technical failure of, existing or new products;
- lack of interest in our existing compensation plan for members or in enhancements or other changes to that compensation plan;
- our actions to enforce our policies and procedures;
- regulatory actions or charges or private actions against us or others in our industry;
- general economic and business conditions;
- changes in management or the loss of one or more key member leaders;
- entry of new competitors, or new products or compensation plan enhancements by existing competitors, in our markets; and
- potential saturation or maturity levels in a given country or market which could negatively impact our ability to attract and retain members in such market.

We are currently involved in, and may in the future face, lawsuits, claims, and governmental proceedings and inquiries that could harm our business.

We are currently, and have in the past, been a party to lawsuits, claims and governmental proceedings and inquiries. As disclosed elsewhere in this report, on January 8, 2019, we and our executive officers were named in a putative securities class action lawsuit alleging in part that we made materially false and misleading statements regarding the legality of our business operations in China. Prosecuting and defending these and any other matters may require significant expense and attention of our management and can expose us to adverse publicity, regardless of the outcome. Further, in the event of an adverse outcome, we could be required to pay substantial damages, fines or penalties and cease or be prevented from conducting certain practices or activities.

Since August 2016, the SEC has been conducting a non-public investigation to determine whether there have been violations of the federal securities laws relating to the trading of our securities. We have fully cooperated with the SEC and have and continue to provide documents in response to subpoenas. The SEC has expressly stated that its document requests should not be construed as an indication that any violation of law has occurred, or as a reflection upon any person, entity, or security. The amount of time needed to resolve this matter is uncertain, and we cannot predict the outcome or whether we will face additional governmental inquiries or other actions. The SEC could bring enforcement actions against us or individuals, including our officers or directors. Such actions, if brought, could result in dispositions, judgments, settlements, fines, injunctions, cease and desist orders, debarment or other civil or criminal penalties. The imposition of any sanctions, fines or the implementation of remedial measures could have a material adverse effect on our business.

Such matters can be complex, can extend for a protracted period of time, and can result in unpredictable expense. There can be no assurance that we will be able to successfully defend or resolve any such litigation, claims or governmental proceedings or inquiries, or that the significant money, time and effort spent in defending these matters, or any related adverse publicity, will not adversely affect our business, financial condition and results of operations.

Table of Contents

Although virtually all of our members are independent contractors, improper member actions that violate laws or regulations could harm our business.

Virtually all of our members are independent contractors and, accordingly, we are not in a position to directly provide the same direction, motivation and oversight as we would if these members were our own employees. As a result, there can be no assurance that our members will participate in our marketing strategies or plans, accept our introduction of new products, or comply with our member policies and procedures. Extensive federal, state, local and foreign laws regulate our business, our products and our network marketing program. Because we operate in a number of foreign countries, our policies and procedures for our members differ due to the different legal requirements of each country in which we do business. While we have implemented member policies and procedures designed to govern member conduct and to protect the goodwill associated with our trademarks and trade names, it can be difficult to enforce these policies and procedures because of the large number of members and their independent status.

Given the size and diversity of our member force, we experience problems with members from time to time, especially with respect to our members in foreign markets. For example, if our members engage in illegal activities in China, those actions could be attributed to us. Chinese laws regarding how and when members may assemble and the activities that they may conduct, or the conditions under which the activities may be conducted, are subject to interpretations and enforcement that sometimes vary from province to province, among different levels of government, and from time to time. Members can be accused of violating one or more of the laws regulating these activities, notwithstanding training that we attempt to provide. Enforcement measures regarding these violations, which can include arrests, raise the uncertainty and perceived risk associated with conducting this business, especially among those who are aware of the enforcement actions but not the specific activities leading to the enforcement action. We believe that this has led some existing members in China - who are signed up as members in Hong Kong - to leave the business or curtail their selling activities and has led some potential members to choose not to participate. Among other things, we are managing this risk with more training and public relations efforts that are designed, among other things, to distinguish our company from businesses that make no attempt to comply with the law. This environment creates uncertainty about the future of doing this type of business in China generally and under our business model, specifically.

In addition, members often desire to enter a market before we have received approval to do business in order to gain an advantage in the marketplace. Improper member activity in new geographic markets could result in adverse publicity and can be particularly harmful to our ability to ultimately enter these markets. Violations by our members of applicable law or of our policies and procedures in dealing with customers could reflect negatively on our products and operations, and harm our business reputation. In addition, it is possible that a judicial or administrative body could hold us civilly or criminally accountable based on vicarious liability because of the actions of our members. If any of the above or related events involving our members occur, our business, financial condition, or results of operations could be materially adversely affected.

Direct-selling laws and regulations may prohibit or severely restrict our direct sales efforts and cause our revenue and profitability to decline, and regulators could adopt new regulations that harm our business.

Our direct selling system is subject to extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints. These laws and regulations are generally intended to prevent fraudulent or deceptive schemes, often referred to as “pyramid” schemes, which compensate participants for recruiting additional participants irrespective of product sales, use high pressure recruiting methods and/or do not involve legitimate products. They also seek to ensure that claims regarding the ability of participants to earn money are truthful and substantiated.

Complying with these widely varying and sometimes inconsistent rules and regulations can be difficult and may require the devotion of significant resources on our part. There can be no assurance that we or our members are in compliance with all of these regulations. Our failure or our members' failure to comply with these regulations or new regulations could lead to the imposition of significant penalties or claims and could negatively impact our business. If we are unable to continue business in existing markets or commence operations in new markets because of these laws, our revenue and profitability may decline.

We are also subject to the risk that new laws or regulations might be implemented or that current laws or regulations might change, which could require us to change or modify the way we conduct our business in certain markets. This could be particularly detrimental to us if we have to change or modify the way we conduct business in markets that represent a significant percentage of our revenue.

Table of Contents

The high level of competition in our industry could adversely affect our business.

The business of marketing personal care, cosmetic, nutritional supplements, and lifestyle enhancement products is highly competitive. This market segment includes numerous manufacturers, members, marketers, and retailers that actively compete for the business of consumers both in the United States and abroad. The market is highly sensitive to the introduction of new products, which may rapidly capture a significant share of the market. Sales of similar products by competitors may materially and adversely affect our business, financial condition and results of operations.

We are subject to significant competition for the recruitment of members from other direct selling organizations, including those that market similar products. Many of our competitors are substantially larger than we are, offer a wider array of products, have far greater financial resources and many more active members than we have. Even more numerous are those medium- and small-sized, all privately held Chinese, Taiwanese and Hong Kong companies that are fierce competitors and are much closer to directly competing with us. Our ability to remain competitive depends, in significant part, on our success in recruiting and retaining members with our products, attractive compensation plan and other incentives. We believe that we have an attractive product line and that our compensation and incentive programs provide our members with significant earning potential. However, we cannot be sure that our programs for recruitment and retention of members will be successful.

Some of our competitors have employed or otherwise contracted for the services of our former officers, employees, consultants, and members, who may try to use information and contacts obtained while under contract with us for competitive advantage. While we seek to protect our information through contractual and other means, there can be no assurance that we will timely learn of such activity, have the resources to attempt to stop it, or have adequate remedies available to us.

Challenges by third parties to the legality of our business operations could harm our business.

We are also subject to the risk of private party challenges to the legality of our operations, including our direct selling system. The regulatory requirements concerning direct selling systems generally do not include “bright line” rules and are inherently fact-based and subject to judicial or administrative interpretation. An adverse judicial or administrative determination against us with respect to our direct selling system, or in proceedings not involving us directly but which challenge the legality of other direct selling marketing systems, could have a material adverse effect on our business. There is also risk that challenges and settlements involving other parties could provide incentives for similar actions by members against us and other direct selling companies. Moreover, challenges to our business system and operations in important markets may come from short sellers, hedge funds, other investors, bloggers and reporters. Other companies in our industry have recently faced such challenges. Any challenges regarding us or others in our industry could harm our business if such challenges result in the imposition of any fines or damages on our business, create adverse publicity, increase scrutiny or investigations of us or our industry, detrimentally affect our efforts to recruit or motivate members and attract customers, or interpret laws in a manner inconsistent with our current business practices.

An increase in the amount of compensation paid to members would reduce profitability.

We incur significant expense in the payment of compensation to our members, which represented approximately 46% and 42% of net sales during 2018 and 2017, respectively. We compensate our members by paying commissions, bonuses, and certain awards and prizes. Factors impacting the overall commission payout include the growth and depth of the member network, the member retention rate, the type and scope of promotions and incentives, local promotional programs and business development agreements. Long-term promotions and incentives (lasting up to one year) can, in particular, result in uncertain ultimate cost. Any increase in compensation payments to members as a percentage of net sales will reduce our profitability.

Our compensation plan includes a cap that may be enforced on member compensation paid out on a weekly dollar limit or as a percentage of product sales. There can be no assurance that enforcement of this cap will ensure profitability (which depends on many other factors). Moreover, enforcement of this cap could cause key members affected by the cap to leave and join other companies.

Table of Contents

Currency exchange rate fluctuations could lower our revenue and net income.

In 2018, 96% of our revenue was recorded by subsidiaries located outside of North America. Revenue transactions and related commission payments, as well as other incurred expenses, are typically denominated in the local currency. Accordingly, our international subsidiaries generally use the local currency as their functional currency. The results of operations of our international subsidiaries are exposed to foreign currency exchange rate fluctuations during consolidation since we translate into U.S. dollars using the average exchanges rates for the period. As exchange rates vary, revenue and other operating results may differ materially from our expectations. Additionally, we may record significant gains or losses related to foreign-denominated cash and cash equivalents and the re-measurement of inter-company balances.

Our most significant foreign exchange exposure, the Hong Kong dollar, is for now pegged to the U.S. dollar. We also purchase a significant majority of inventories in U.S. dollars. Our foreign currency exchange rate exposure to the South Korean won, Taiwan dollar, Japanese yen, Chinese yuan, Russian ruble, Kazakhstani tenge, Singaporean dollar, Malaysian ringgit, Vietnamese dong, Thai baht, Canadian dollar, Mexican peso, Peruvian sol and European euro collectively represented approximately 10% of our revenue in both 2018 and 2017, respectively. Our foreign currency exchange rate exposure may increase in the near future as we develop opportunities in Southeast Asia, India, Canada, Central America, South America and Europe. Additionally, our foreign currency exchange rate exposure would significantly increase if the Hong Kong dollar were no longer pegged to the U.S. dollar. Finally, we also experience indirect exchange rate exposure due to the concentration of our sales to members residing in China and the impact of fluctuations in the value of the Chinese yuan on our members' purchasing power.

Given our inability to predict the degree of exchange rate fluctuations, we cannot estimate the effect these fluctuations may have upon future reported results, product pricing or our overall financial condition. Further, to date we have not attempted to reduce our exposure to short-term exchange rate fluctuations by using foreign currency exchange contracts.

Changes in tax or duty laws, and unanticipated tax or duty liabilities, could adversely affect our net income.

In the course of doing business we may be subject to various taxes, such as sales and use, value-added, and franchise. We are also subject to income taxes in the United States and numerous foreign jurisdictions. We earn a substantial portion of our income in foreign jurisdictions. Economic and political conditions make tax rules in any jurisdiction, including the United States, subject to significant change. There have been recent changes in U.S. tax law that impact how U.S. multinational corporations are taxed on foreign earnings. There have also been proposals to reform foreign tax laws that could significantly affect the Company's tax position. Although we cannot predict whether or in what form these proposals will pass, several of the proposals considered, if enacted into law, could have an adverse impact on our income tax expense and cash flows.

Our parent corporation is domiciled in the United States. Under tax treaties, we are eligible to receive foreign tax credits in the United States for taxes paid abroad. Taxes paid to foreign taxing authorities may exceed the credits available to us, resulting in the payment of a higher overall effective tax rate on our worldwide operations.

Our effective income tax rate in the future could be adversely affected by a number of factors, including changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws, and the outcome of income tax audits in various jurisdictions around the world.

We may also be subject to examinations of our tax returns and other tax matters by the U.S. Internal Revenue Service and other tax authorities and governmental bodies. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes, which is subject to significant discretion. There can be no assurance as to the outcome of these examinations. If our effective tax rates were to increase, particularly in the U.S., or if the ultimate determination of taxes owed is for an amount in excess of amounts previously accrued, our financial results or operations could be adversely affected.

In addition, our operations are subject to regulations designed to ensure that appropriate levels of customs duties are assessed on the importation of our products. The failure to properly calculate, report and pay such duties when we are subject to them could have a material adverse effect on our financial condition and results of operations. Any change in the laws or regulations regarding such duties, or any interpretation thereof, could result in an increase in the cost of doing business.

Transfer pricing regulations affect our business and results of operations.

In many countries, including the United States, we are subject to transfer pricing and other tax regulations designed to ensure that appropriate levels of income are reported as earned by our United States or local entities and are taxed accordingly. We have adopted transfer pricing agreements with our subsidiaries to regulate inter-company transfers, which agreements are subject to transfer pricing laws that regulate the flow of funds between the subsidiaries and the parent corporation for product purchases, management services, and contractual obligations, such as the payment of member compensation. There can be no assurance that we will be found to be operating in compliance with transfer pricing laws, or that those laws would not be modified, which, as a result, may require changes in our operating procedures or otherwise may have a material adverse effect on our financial results or operations.

Our products and related activities are subject to extensive government regulation, which could delay, limit or prevent the sale of some of our products in some markets.

The formulation, manufacturing, packaging, labeling, importation, advertising, distribution, sale and storage of certain of our products are subject to extensive regulation by various federal agencies, including the Food and Drug Administration (the "FDA"), the FTC, the Consumer Product Safety Commission and the United States Department of Agriculture and by various agencies of the states, localities and foreign countries in which our products are manufactured, distributed and sold. For example, the FDA requires us and our suppliers to meet relevant current good manufacturing practice (cGMP) regulations for the preparation, packing and storage of foods and over-the-counter (OTC) drugs. We are also now required to report serious adverse events associated with consumer use of certain of our products. Other laws and regulations govern or restrict the claims that may be made about our products and the information that must be included and excluded on labels.

In markets outside the United States, prior to commencing operations or marketing new products, we may be required to obtain approvals, licenses, or certifications from a ministry of health or a comparable agency. Moreover, a foreign jurisdiction may pass laws that would prohibit the use of certain ingredients in their particular market. Compliance with these regulations can create delays and added expense in introducing new products to certain markets.

Failure by our members or us to comply with those regulations could lead to the imposition of significant penalties or claims and could materially and adversely affect our business. If we are not able to satisfy the various regulations, then we would have to cease sales of that product in that market. In addition, the adoption of new regulations or changes in the interpretation of existing regulations may result in significant compliance costs or discontinuation of product sales and may adversely affect the marketing of our products, resulting in significant loss of revenues.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, could have on our business. These potential effects could include, however, requirements for the reformulation of certain products to meet new standards, the recall or discontinuance of certain products, additional recordkeeping and reporting requirements, expanded documentation of the properties of certain products, expanded or different labeling, or additional scientific substantiation. Any or all of these requirements could have a material adverse effect on our business, financial condition, or results of operations.

Failure of new products to gain member and market acceptance could harm our business.

An important component of our business is our ability to develop new products that create enthusiasm among our member force. If we fail to introduce new products on a timely basis, our member productivity could be harmed. In addition, if any new products fail to gain market acceptance, are restricted by regulatory requirements, or have quality problems, this would harm our results of operations. Factors that could affect our ability to continue to introduce new products include, among others, limited capital and human resources, government regulations, proprietary protections of competitors that may limit our ability to offer comparable products and any failure to anticipate changes in consumer tastes and buying preferences.

New regulations governing the marketing and sale of nutritional supplements could harm our business.

There has been an increasing movement in the United States and other markets to increase the regulation of dietary supplements, which could impose additional restrictions or requirements in the future. In the United States, for example, some legislators and industry critics continue to push for increased regulatory authority by the FDA over nutritional supplements. Our business could be harmed if more restrictive legislation is successfully introduced and adopted in the future. In particular, the adoption of legislation requiring FDA approval of supplements or ingredients could delay or inhibit our ability to introduce new supplements. We face similar pressures in our other markets, particularly in China where certain government ministries announced in January 2019 a comprehensive 100-day campaign focusing on companies involved in the

Table of Contents

sale of certain products, including nutritional supplements. In the United States the FTC Guides Concerning the Use of Endorsements and Testimonials in Advertising ("Guides") require disclosure of material connections between an endorser and the company they are endorsing and require the disclosure of typical results when these are different from those reported by the endorser. The requirements and restrictions of the Guides may diminish the impact of our marketing efforts and negatively impact our sales results. If we or our members fail to comply with these Guides, the FTC could bring an enforcement action against us and we could be fined and/or forced to alter our operations. Our operations also could be harmed if new laws or regulations are enacted that restrict our ability to market or distribute nutritional supplements or impose additional burdens or requirements on nutritional supplement companies or require us to reformulate our products.

Regulations governing the production and marketing of our personal care products could harm our business.

Our personal care products are subject to various domestic and foreign laws and regulations that regulate cosmetic products and set forth regulations for determining whether a product can be marketed as a "cosmetic" or requires further approval as an over-the-counter drug. A determination that our cosmetic products impact the structure or function of the human body, or improper marketing claims by our members, may lead to a determination that such products require pre-market approval as a drug. Such regulations in any given market can limit our ability to import products and can delay product launches as we go through the registration and approval process for those products. Furthermore, if we fail to comply with these regulations, we could face enforcement action against us and we could be fined, forced to alter or stop selling our products and/or required to adjust our operations. Our operations also could be harmed if new laws or regulations are enacted that restrict our ability to market or distribute our personal care products or impose additional burdens or requirements on the contents of our personal care products or require us to reformulate our products.

If we are found not to be in compliance with good manufacturing practices our operations could be harmed.

Regulations on good manufacturing practices and adverse event reporting requirements for the nutritional supplement industry are in effect and require good manufacturing processes for us and our vendors, including stringent vendor qualifications, ingredient identification, manufacturing controls and record keeping. We are also required to report serious adverse events associated with consumer use of our products. Our operations could be harmed if regulatory authorities make determinations that we or our vendors are not in compliance with the regulations. A finding of noncompliance may result in administrative warnings, penalties or actions impacting our ability to continue selling certain of our products. In addition, compliance with these regulations has increased and may further increase the cost of manufacturing certain of our products as we work with our vendors to assure they are qualified and in compliance.

Failure to comply with domestic and foreign laws and regulations governing product claims and advertising could harm our business.

Our failure to comply with FTC or state regulations, or with regulations in foreign markets that cover our product claims and advertising, including direct claims and advertising by us, as well as claims and advertising by members for which we may be held responsible, may result in enforcement actions and imposition of penalties or otherwise materially and adversely affect the distribution and sale of our products. Member activities in our existing markets that violate applicable governmental laws or regulations could result in governmental or private actions against us in markets where we operate. Given the size of our member force, we cannot ensure that our members will comply with applicable legal requirements.

Adverse publicity associated with our products, ingredients or network marketing program, or those of similar companies, could harm our financial condition and operating results.

Adverse publicity concerning any actual or claimed failure by us or our members to comply with applicable laws and regulations regarding product claims and advertising, good manufacturing practices, the regulation of our network marketing program, the licensing of our products for sale in our target markets or other aspects of our business, whether or not resulting in enforcement actions or the imposition of penalties, could have an adverse effect on our goodwill and could negatively affect our ability to attract, motivate and retain members, which would negatively impact our ability to generate revenue. There have been several instances, including one recent instance, where adverse publicity in China has harmed our business. See “Risk Factors - Our operations in China are subject to a myriad of applicable laws and regulations…”. Further, we cannot ensure that all members will comply with applicable legal requirements relating to the advertising, labeling, licensing or distribution of our products.

In addition, our members’ and consumers’ perception of the safety and quality of our products and ingredients, as well as similar products and ingredients distributed by other companies, can be significantly influenced by media attention, publicized scientific research or findings, widespread product liability claims and other publicity concerning our products or ingredients or similar products and ingredients distributed by other companies. Adverse publicity, whether or not accurate or resulting from consumers' use or misuse of our products, that associates consumption of our products or ingredients or any similar products or ingredients with illness or other adverse effects, questions the benefits of our or similar products or claims that any such products are ineffective, inappropriately labeled or have inaccurate instructions as to their use, could negatively impact our reputation or the market demand for our products.

We are subject to risks relating to product concentration and lack of revenue diversification.

Although we have in recent years expanded our line of products, we derive more than 10% of our total revenue from each of our *Premium Noni Juice* and *Enhanced Essential Probiotics®* products. Further, we currently source each such product from a single supplier. If demand decreases significantly, government regulation restricts their sale, we are unable to adequately source or deliver the products, or we are unable to offer the products for any reason without suitable replacements, our business, financial condition and results of operations could be materially and adversely affected. Our future success will also depend on our ability to reduce our dependence on these few products by developing and introducing new products and product or feature enhancements in a timely manner. Even if we are able to develop and commercially introduce new products and enhancements, they may not achieve market acceptance and the revenue generated from these new products and enhancements may not offset the costs, which could substantially impair our business, financial condition and results of operations.

We rely on a limited number of independent third parties to manufacture and supply our products.

All of our products are manufactured by a limited number of independent third parties. There is no assurance that our current manufacturers will continue to reliably supply products to us at the level of quality we require. If a key manufacturer suffers liquidity problems or experiences operational or other problems assisting with our products, our results could suffer. In the event any of our third-party manufacturers become unable or unwilling to continue to provide the products in required volumes and quality levels at acceptable prices, we will be required to identify and obtain acceptable replacement manufacturing sources or replacement products. There is no assurance that we will be able to obtain alternative manufacturing sources or products or be able to do so on a timely basis. An extended interruption in the supply of certain of our products may result in a substantial loss of revenue. In addition, any actual or perceived degradation of product quality as a result of our reliance on third party manufacturers may have an adverse effect on revenue or result in increased product returns.

Growth may be impeded by the political and economic risks of entering and operating in foreign markets.

Our ability to achieve future growth is dependent, in part, on our ability to continue our international expansion efforts. However, there can be no assurance that we would be able to grow in our existing international markets, enter new international markets on a timely basis, or that new markets would be profitable. We must overcome significant regulatory and legal barriers before we can begin marketing in any foreign market.

Also, it is difficult to assess the extent to which our products and sales techniques would be accepted or successful in any given country. In addition to significant regulatory barriers, we may also encounter problems conducting operations in new markets with different cultures and legal systems from those elsewhere. We may be required to reformulate certain of our products before commencing sales in a given country. Once we have entered a market, we seek to adhere to the regulatory and legal requirements of that market. No assurance can be given that we would be able to successfully reformulate our products in any of our current or potential international markets to meet local regulatory requirements or attract local customers. The failure to do so could have a material adverse effect on our business, financial condition, and results of operations. There can be no assurance that we would be able to obtain and retain necessary permits and approvals.

In many markets, other direct selling companies already have significant market penetration, the effect of which could be to desensitize the local member population to a new opportunity or to make it more difficult for us to recruit qualified members. There can be no assurance that, even if we are able to commence operations in foreign countries, there would be a sufficiently large population of potential members inclined to participate in a direct selling system offered by us. We believe our future success could depend in part on our ability to seamlessly integrate our business methods, including member compensation plan, across all markets in which our products are sold. There can be no assurance that we would be able to further develop and maintain a seamless compensation program.

Table of Contents

We are subject to anti-bribery laws, including the U.S. Foreign Corrupt Practices Act.

We are subject to anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), which generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business as well as requiring companies and their intermediaries to maintain accurate books and records. In recent years there has been a substantial increase in anti-bribery law enforcement activity by the Department of Justice ("DOJ") and the SEC relating to business operations within certain countries in which we operate, including China. For example, in 2017, a U.S. based direct selling company announced that it was the target of an investigation being conducted by the SEC to determine whether certain activities related to the direct selling company's operations in China violated the FCPA. Also, in 2017, another U.S. based direct selling company announced that it had initiated a voluntary probe of its operations in China to determine if violations of the FCPA had occurred.

Our policies mandate compliance with anti-bribery laws by our employees and agents, including the requirements to maintain accurate information and internal controls. However, we may be liable for actions of our employees and agents, even if such actions are inconsistent with our policies. Being subject to an investigation by the DOJ or the SEC for an alleged violation of the FCPA could cause us to incur significant expenses and distractions that could adversely affect our business. Violations of the FCPA, or a similar anti-bribery law, may result in criminal or civil sanctions, including contract cancellations or debarment, and loss of reputation, which could have a material adverse effect on our results of operations and financial condition.

Recently enacted tariffs, other potential changes to tariff and import/export regulations, and ongoing trade disputes between the United States and other jurisdictions, particularly China, may have a negative effect on global economic conditions and our business, financial results and financial condition.

The United States recently proposed and enacted tariffs on certain items. Further, there have been ongoing discussions and activities regarding changes to other U.S. trade policies and treaties. In response, a number of our markets, including China, are threatening to impose tariffs on U.S. imports, or have already implemented tariffs on U.S. imports or otherwise imposed non-tariff barriers such as slow-walking custom clearance of American-made products in response to these U.S. actions. These developments may have a material adverse effect on global economic conditions and the stability of global financial markets, and they may significantly reduce global trade and, in particular, trade between China and the United States. Any of these factors could depress economic activity, create anti-American consumer sentiment, restrict our access to suppliers or customers and have a material adverse effect on our business, financial condition and results of operations. In addition, any actions by non-U.S. markets to implement further trade policy changes, including limiting foreign investment or trade, increasing regulatory scrutiny or taking other actions which impact U.S. companies' ability to obtain necessary licenses or approvals could negatively impact our business.

These tariffs and other policy changes have just recently been announced and are subject to a number of uncertainties as they are implemented, including future adjustments and changes in the countries excluded from such tariffs. The ultimate reaction of other countries, and the individuals in each of these countries, and the impact of these tariffs or other actions on the United States, China, the global economy and our business, financial condition and results of operations, cannot be predicted at this time.

We may be held responsible for certain taxes or assessments relating to the activities of our members and service providers, which could harm our financial condition and operating results.

Our members and service providers are subject to taxation, and in some instances, legislation or governmental agencies impose an obligation on us to collect the taxes, such as value added taxes, and to maintain appropriate records. In addition, we are subject to the risk in some jurisdictions of being responsible for social security and similar taxes with respect to our members.

Table of Contents

We may be unable to protect or use our intellectual property rights.

We rely on trade secret, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which offer only limited protection of our confidential information and trademarks. Moreover, the laws of some countries in which we market our products may afford little or no effective protection of our intellectual property rights. The unauthorized copying, use or other misappropriation of our confidential information, trademarks and other intellectual property could enable third parties to benefit from such property without paying us for it. This could have a material adverse effect on our business, operating results and financial condition. If we resort to legal proceedings to enforce our intellectual property rights, the proceedings could be burdensome, expensive and result in inadequate remedies. It is also possible that our use of our intellectual property rights could be found to infringe on prior rights of others and, in that event, we could be compelled to stop or modify the infringing use, which could be burdensome and expensive.

We do not have a comprehensive product liability insurance program and product liability claims could hurt our business.

Currently, we do not have a comprehensive product liability insurance program, although the insurance carried by our suppliers may cover certain product liability claims against us. As a marketer of dietary supplements, cosmetics and other products that are ingested by consumers or applied to their bodies, we may become subjected to various product liability claims, including that:

- our products contain contaminants or unsafe ingredients;
- our products include inadequate instructions as to their uses; or
- our products include inadequate warnings concerning side effects and interactions with other substances.

If our suppliers' product liability insurance fails to cover product liability claims or other product liability claims, or any product liability claims exceeds the amount of coverage provided by such policies or if we are unsuccessful in any third party claim against the manufacturer or if we are unsuccessful in collecting any judgment that may be recovered by us against the manufacturer, we could be required to pay substantial monetary damages which could materially harm our business, financial condition and results of operations. As a result, we may become required to pay high premiums and accept high deductibles in order to secure adequate insurance coverage in the future. Especially since we do not have direct product liability insurance, it is possible that product liability claims and the resulting adverse publicity could negatively affect our business.

We identified a material weakness in our internal control over financial reporting. If we do not adequately address this material weakness or if other material weaknesses or significant deficiencies in our internal control over financial reporting are discovered, our financial statements could contain material misstatements and our business, operations and stock price may be adversely affected.

As disclosed under "Item 9A. Controls and Procedures" of this report, our management has identified a material weakness in our internal control over financial reporting at December 31, 2018. Under standards established by the Public Company Accounting Oversight Board, a material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. Although no material misstatement of our historical financial statements was identified, the existence of this or one or more material weaknesses or significant deficiencies could result in material misstatements in our financial statements and we could be required to restate our financial statements. Further, significant costs and resources may be needed to remediate the identified material weakness or any other material weaknesses or internal control deficiencies. If we are unable to remediate, evaluate, and test our internal controls on a timely basis in the future, management will be unable to conclude that our internal controls are effective and our independent registered public accounting firm will be unable to express an unqualified opinion on the effectiveness of our internal controls. If we cannot produce reliable financial reports, investors may lose confidence in our financial reporting, the price of our common stock could be adversely impacted and we could be subject to sanctions or investigations by the SEC, NASDAQ or other regulatory authorities, which could negatively impact our business, financial condition and results of operations.

We rely on and are subject to risks associated with our reliance upon information technology systems.

Our success is dependent on the accuracy, reliability, and proper use of information processing systems and management information technology. Our information technology systems are designed and selected to facilitate order entry and customer billing, maintain member records, accurately track purchases and member compensation payments, manage accounting operations, generate reports, and provide customer service and technical support. Any interruption in these systems could have a material adverse effect on our business, financial condition, and results of operations.

There can be no assurance that there will not be delays or interruptions in our information technology services. An interruption or delay in availability of these services could, if it lasted long enough, prevent us from accepting orders, cause members to leave our business, or otherwise materially adversely affect our business.

System disruptions or failures, cybersecurity risks, and compromises of data could harm our business.

Because of our diverse geographic operations and our internationally applicable member compensation plans, our business is highly dependent on the secure and efficient functioning of our information technology systems, and the security of personal and sensitive business data. We collect certain personal information, including payment data, from members and consumers, as well as our employees. We also develop and maintain sensitive and proprietary business information. Any systems failure or interruption, breach in security, or loss of data, whatever the cause, could adversely affect our operations and financial results.

Systems disruptions and data breaches can derive from natural disasters, accidental technological events or human error, but can also result from fraud or malice on the part of external or internal parties. Our systems, networks and software, like those of other companies, have been and are likely to continue to be, the target of cybersecurity threats and attacks, which may range from isolated or random attempts to sophisticated and targeted measures directed specifically at us. The risk of a systems disruption or data breach, particularly through cyber-attack or cyber intrusion, has increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. A material systems disruption or data breach affecting us could damage our reputation, deter members from purchasing our products, and result in cost and liability to us.

Although we have implemented technical and administrative safeguards to maintain the security and integrity of our information technology systems and data, there can be no assurance that our security efforts and measures will be effective in a continually evolving threat environment. In addition to the risks presented by malicious actors and natural disasters, many systems disruptions and data breaches are reportedly caused by human error. Therefore, despite our security policies and mandatory training, our systems and data are exposed to the risk that human error could either create a vulnerability that could be exploited by an attacker, or expose our systems and data to unintended risk of compromise. In addition, as described below, most of our information technology systems and data are hosted by third-party vendors over which we have limited control. We anticipate that we will be required to expend additional resources in order to continue to enhance our technical and administrative safeguards, and to investigate and remediate any vulnerabilities in our systems, networks and software.

In any case, a data breach or other significant disruption of our information systems or those related to our third party vendors, including as a result of cyber-attacks, could (1) disrupt the proper functioning of our systems and networks and therefore operations, (2) result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of personal, confidential, sensitive or otherwise valuable data or other information, (3) result in a violation of applicable privacy, cybersecurity, data breach notification requirements under applicable laws, regulations and contractual provisions, subjecting us to additional regulatory scrutiny, and exposing us to possible fines, lawsuits and related financial liability, (4) require significant management attention and financial resources to investigate and remedy the breach or disruption, and (5) harm our reputation, cause a decrease in the number of our members and revenue, and otherwise damage our business. The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition or results of operations.

Table of Contents

Our systems, software and data reside on third-party servers, exposing us to risks that disruption or intrusion of those servers could temporarily or permanently interrupt our access and damage our business.

Beginning in 2012, most of our systems, software and data reside in the "cloud" on servers operated by third-party vendors to which we have limited access. We assess the risks presented by these third-party vendors, and our contracts with them contain representations, warranties and other provisions related to the security of our data, and of the systems and software on which we rely. We are, however, limited in our ability to mitigate the risks of a systems disruption or data breach affecting our third-party vendors. Moreover, any delay or failure in payment of the third-party vendors, disputes with such vendors, or business interruption or failure of the third-party vendors could result in loss of or interruption in access to our systems, software or data. It is possible that our systems, software and data could in the future be moved to servers of different third parties or to our own servers. Any such move could result in temporary or permanent loss of access to our systems, software or data. Any protracted loss of such access would materially and adversely affect our business, financial condition and results of operations.

Terrorist attacks, acts of war, epidemics or natural disasters may seriously harm our business.

Terrorist attacks, acts of war, epidemics or natural disasters may cause damage or disruption to us, our employees, our facilities and our members and customers, which could impact our revenues, expenses and financial condition. The potential for future terrorist attacks, the national and international responses to terrorist attacks, and other acts of war or hostility, such as challenges to Chinese sovereignty claims in the South China Sea or Chinese objection to the Taiwan independence movement and the resultant tension in the Taiwan Strait, could materially and adversely affect our business, results of operations, and financial condition in ways that we currently cannot predict. Additionally, epidemics such as outbreaks of avian influenza, or natural disasters, whether or not as severe as the Indian Ocean tsunami that occurred in December 2004, may adversely affect our business, financial condition and results of operations.

We may experience negative cash flows, which may require that we seek debt or equity financing and could have a significant adverse effect on our business and threaten our solvency.

We experienced substantial negative cash flows during the years ended December 31, 2009 and 2008, primarily due to declines in our revenues greater than the decreases in expenditures we could manage. If we again experience negative cash flows, any resulting decreasing cash balance could impair our ability to support our operations and we may be required to seek debt or equity financing. However, we may not be able to obtain additional debt or equity financing on satisfactory terms, or at all, and any new financing could have a dilutive effect to our existing stockholders. Negative cash flows would have a material adverse effect on our business, results of operations and financial condition, as well as our stock price, and could eventually threaten our solvency. Negative cash flows and any related adverse market perception may also negatively affect our ability to attract new members and/or sell our products. There can be no assurance that we will be successful in maintaining an adequate level of cash resources.

Disappointing quarterly revenue or operating results could cause the price of our common stock to fall.

Our quarterly revenue and operating results are difficult to predict and may fluctuate significantly from quarter to quarter. If our quarterly revenue or operating results fall below the expectations of investors or securities analysts, the price of our common stock could fall substantially.

Our common stock is particularly subject to volatility because of the industry in which we operate.

The market prices of securities of direct selling companies have been extremely volatile, and have experienced fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. These broad market fluctuations could adversely affect the market price of our common stock.

Our common stock continues to experience wide fluctuations in trading volumes and prices. This may make it more difficult for holders of our common stock to sell shares when they want and at prices they find attractive.

The public market for our common stock has historically been very volatile experiencing wide fluctuations in trading volumes and prices. There are a number of factors that may contribute to this volatility, including the following:

- active participation of speculative traders in our stock (including short sellers);

- market rumors regarding our business operations;

Table of Contents

- government scrutiny of our business;
- adverse publicity related to our business or industry; and
- fluctuations in our operating results.

This market volatility for our stock may make it more difficult for holders of our stock to sell shares when they want and at prices they find attractive. There can be no assurance that a larger or more liquid market will be developed or maintained for our common stock.

Future sales by us or our existing stockholders could depress the market price of our common stock.

If we or our existing stockholders sell a large number of shares of our common stock, the market price of our common stock could decline significantly. Further, even the perception in the public market that we or our existing stockholders might sell shares of common stock could depress the market price of our common stock.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 2. PROPERTIES

In January 2019, we relocated our corporate headquarters from Rolling Hills Estates, California, to Hong Kong. We renewed our lease for 7,300 square feet of office space in Hong Kong in November 2017 with a term expiring in February 2021, and in May 2018 we entered into a lease for 2,300 square feet of additional office space in the same location in Hong Kong with a term expiring in February 2021.

We continue to lease 4,900 square feet of office space in Rolling Hills Estates, California with a term expiring in September 2025. To help further develop the market for our products in North America, we lease 2,400, 1,600 and 2,000 square feet of retail space in Monterey Park, California, Richmond, British Columbia, and Metuchen, New Jersey, respectively. The Monterey Park, Richmond and Metuchen locations have terms expiring in August 2020, February 2021, and November 2022, respectively.

In February 2017, we entered into a lease for 9,000 square feet of office and retail space in Peru with a term expiring in July 2019. We lease nine branch offices throughout China, and additional office space in Japan, Taiwan, South Korea, Singapore, Malaysia, Vietnam, Indonesia, Thailand, and the Cayman Islands. We also lease a multi-purpose facility and factory in Zhongshan, China and 11 service stations throughout the city of Guangzhou, China that serve or will in the future serve the needs of our Chinese consumers. We contract with third parties for fulfillment and distribution operations in all of our international markets. We believe that our existing office space is in good condition, and is suitable and adequate for the conduct of our business.

Table of Contents

Item 3. LEGAL PROCEEDINGS

On January 8, 2019, the Company and its two executive officers were named in a putative securities class action filed in the United States District Court for the Central District of California, captioned *Kauffman v. Natural Health Trends Corp.*, Case No. 2:19-cv-00163. The complaint purports to assert claims on behalf of all persons who purchased or otherwise acquired our common stock between April 27, 2016 and January 5, 2019, inclusive, under (i) Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 promulgated thereunder against the Company and Chris T. Sharng and Timothy S. Davidson (together, the "Individual Defendants"), and (ii) Section 20(a) of the Exchange Act against the Individual Defendants. The complaint alleges, in part, that the Company made materially false and misleading statements regarding the legality of its business operations in China, including running an allegedly illegal multilevel marketing business. The complaint seeks an indeterminate amount of damages, plus interest and costs. Defendants believe that these claims are without merit and intend to vigorously defend against them.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Part II
Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES
Market Information
Our common stock is currently traded on the NASDAQ Capital Market ("Nasdaq") under the symbol "NHTC." On April 22, 2019, the closing price of our common stock as reported by Nasdaq was $11.22 per share.

Holders of Record
At April 22, 2019, there were approximately 110 record holders of our common stock (although we believe that the number of beneficial owners of our common stock is substantially greater).

Item 6. SELECTED FINANCIAL DATA

Not applicable under smaller reporting company disclosure rules.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Overview

We are an international direct-selling and e-commerce company. Subsidiaries controlled by us sell personal care, wellness, and "quality of life" products under the "NHT Global" brand. Our wholly-owned subsidiaries have an active physical presence in the following markets: the Americas, which consists of the United States, Canada, Cayman Islands, Mexico and Peru; Greater China, which consists of Hong Kong, Taiwan and China; Southeast Asia, which consists of Singapore, Malaysia, Thailand and Vietnam; South Korea; Japan; India; and Europe. We also operate in Russia and Kazakhstan through our engagement with a local service provider. See Note 11 of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this report for further information about our net sales by geographic area.

As of December 31, 2018, we were conducting business through 97,840 active members, compared to 95,670 in 2017. We consider a member "active" if they have placed at least one product order with us during the preceding year. Our priority is to focus our resources in our most promising markets, which we consider to be Greater China and countries where our existing members have the connections to recruit prospects and sell our products, such as Southeast Asia, India, South America and Europe.

We generate approximately 96% of our net sales from subsidiaries located outside the Americas, with sales of our Hong Kong subsidiary representing 88% of net sales in the latest fiscal year. Because of the size of our foreign operations, operating results can be impacted negatively or positively by factors such as foreign currency fluctuations, and economic, political and business conditions around the world. In addition, our business is subject to various laws and regulations, in particular, regulations related to direct selling activities that create uncertain risks for our business, including improper claims or activities by our members and potential inability to obtain necessary product registrations. For further information regarding some of the risks associated with the conduct of our business in China, see "Item 1A. Risk Factors," and more specifically under the captions "Risk Factors - Because our Hong Kong operations account for a substantial portion of our overall business..." and "Risk Factors - Our operations in China are subject to compliance with a myriad of applicable laws and regulations...".

China has been and continues to be our most important business development project. We operate an e-commerce direct selling model in Hong Kong that generates revenue derived from the sale of products to members in Hong Kong and elsewhere, including China. Substantially all of our Hong Kong revenues are derived from the sale of products that are delivered to members in China. Through a separate Chinese entity, we operate an e-commerce retail platform in China. We believe that neither of these activities require a direct selling license in China, which we do not currently hold. We have previously sought to obtain a direct selling license, and in August 2015 initiated the process for submitting a new preliminary application for a direct selling license in China. If we are able to obtain a direct selling license in China, we believe that the incentives inherent in the direct selling model in China would incrementally benefit our existing business. We do not expect that any increased sales in China derived from obtaining a direct selling license would initially be material and, in any event may be partially offset by the higher fixed costs associated with the establishment and maintenance of required service centers, branch offices, manufacturing facilities, certification programs and other legal requirements. We are unable to predict whether and when we will be successful in obtaining a direct selling license to operate in China, and if we are successful, when we will be permitted to conduct direct selling operations and whether such operations would be profitable.

To date, the recently enacted tariffs and the trade disputes between the United States and China have not materially impacted our business, although they may have negatively impacted the value of the Chinese yuan, which has in turn negatively affected our Hong Kong revenues because the prices at which our Chinese members can purchase our products have effectively increased. In the event the trade disputes between the United States and China continue or intensify, our business could be negatively impacted in the future. For more information, see “Item 1A. Risk Factors - Recently enacted tariffs, other potential changes to tariff and import/export regulations, and ongoing trade disputes between the United States and other jurisdictions, particularly China, may have a negative effect on global economic conditions and our business, financial results and financial condition.”

On January 8, 2019, the Chinese government announced a comprehensive 100-day campaign focusing on companies involved in the sale of food, equipment, daily necessities, small home electrical appliances and services that are claimed to promote health. The Chinese government ministries in charge of this campaign indicated that they are targeting illegal practices in the industry, particularly the manufacture and sale of counterfeit and substandard products, and false advertising and misleading claims as to the health benefits of products and services. It is understood that the campaign is specifically focused on the business practices of direct selling companies. During the campaign, we understand that the government will not issue any additional direct selling licenses, will cease issuing certifications of quality or other approvals of various

Table of Contents

healthcare products, and will review its regulatory oversight of the industry. We believe that the campaign will negatively impact our business in China in the short-term, but will benefit us and Chinese consumers in the long-term as purveyors of substandard products are driven from the market. The short-term impact of the campaign may have a significant impact on our business, as we, like some of our peers, voluntarily decided in January 2019 to temporarily suspend our member activities, such as product roadshows, product trainings and larger company-sponsored events, in China. We did this because we have learned that the 100-day campaign was announced in broad outlines by the central government, and the interpretation and enforcement of the campaign was delegated to the provincial and local governments. We consider it a top priority for our business to develop an understanding of and cooperate with all levels and jurisdictions of the government agencies, and did not want to run the risk of being inadvertently entangled in government enforcement actions. Although we understand the 100-day campaign would have expired on or about April 18, 2019, we are not aware of any information indicating that the campaign has been concluded. In any case, these recent events and our currently effective suspension of member activities are negatively impacting our business in Hong Kong and China, and we expect that Hong Kong net sales (substantially all of which were derived from products shipped to members residing in China) for the first half of 2019, and possibly beyond, will be substantially lower than comparable periods in 2018. This anticipated decline in revenue will likely be greater than our ability to correspondingly reduce expenses, which could result in negative cash flows and a decreasing cash balance. See "Item 1A. Risk Factors - Our operations in China are subject to compliance with a myriad of applicable laws and regulations...".

Income Statement Presentation

We mainly derive revenue from sales of products. Substantially all of our product sales are to independent members at published wholesale prices. Product sales are recognized when the products are shipped and title passes to independent members, which generally is upon our delivery to the carrier that completes delivery to the members. We estimate and accrue a reserve for product returns based on our return policies and historical experience. We bill members for shipping charges and recognize the freight revenue in net sales. We have elected to account for shipping and handling activities performed after title has passed to members as a fulfillment cost, and accrue for the costs of shipping and handling if revenue is recognized before the contractually obligated shipping and handling activities occurs. Event and training revenue is deferred and recognized as the event or training occurs.

Cost of sales consists primarily of products purchased from third-party manufacturers, freight cost for transporting products to our foreign subsidiaries and shipping products to members, import duties, packing materials, product royalties, costs of promotional materials sold to our members at or near cost, and provisions for slow moving or obsolete inventories. Cost of sales also includes purchasing costs, receiving costs, inspection costs and warehousing costs.

Member commissions are our most significant expense and are classified as an operating expense. Under our compensation plan, members are paid weekly commissions by our subsidiary in which they are enrolled, generally in their home country currency, for product purchases by their down-line member network across all geographic markets. Our China subsidiary maintains an e-commerce retail platform and does not pay commissions, although our Chinese members may participate in our compensation plan through our other subsidiaries. This "seamless" compensation plan enables a member located in one country to enroll other members located in other countries where we are authorized to conduct our business. Currently, there are basically two ways in which our members can earn income:

- through commissions paid on the accumulated bonus volume from product purchases made by their down-line members and customers; and
-

through retail profits on sales of products purchased by members at wholesale prices and resold at retail prices (for purchasers in some of our smaller markets and purchasers from our China subsidiary, sales are for personal consumption only and income may not be earned through retail profits).

Each of our products is designated a specified number of bonus volume points. Commissions are based on total personal and group bonus volume points per weekly sales period. Bonus volume points are essentially a percentage of a product’s wholesale price. As the member’s business expands from successfully enrolling other members who in turn expand their own businesses by selling product to other members, the member receives higher commissions from purchases made by an expanding down-line network. In some of our markets, to be eligible to receive commissions, a member may be required to make nominal monthly or other periodic purchases of our products. Certain of our subsidiaries do not require these nominal purchases for a member to be eligible to receive commissions. In determining commissions, the number of levels of down-line members included within the member’s commissionable group increases as the number of memberships directly below the member increases.

Table of Contents

Under our current compensation plan, certain of our commission payouts may be limited to a hard cap dollar amount per week or a specific percentage of total product sales. In some markets, commissions may be further limited. In some markets, we also pay certain bonuses on purchases by up to three generations of personally sponsored members, as well as bonuses on commissions earned by up to seven generations of personally sponsored members. Members can also earn additional income, trips and other prizes in specific time-limited promotions and contests we hold from time to time. Member commissions are dependent on the sales mix and, for each of fiscal 2018 and 2017 represented 46% and 42%, respectively, of net sales. Occasionally, we make modifications and enhancements to our compensation plan to help motivate members, which can have an impact on member commissions. We may also enter into performance-based agreements for business or market development, which can result in additional compensation to specific members.

Selling, general and administrative expenses consist of administrative compensation and benefits, travel, credit card fees and assessments, professional fees, certain occupancy costs, and other corporate administrative expenses (including stock-based compensation). In addition, this category includes selling, marketing, and promotion expenses (including the costs of member training events and conventions that are designed to increase both product awareness and member recruitment). Because our various member conventions are not always held at the same time each year, interim period comparisons will be impacted accordingly.

The functional currency of our international subsidiaries is generally their local currency. Local currency assets and liabilities are translated at the rates of exchange on the balance sheet date, and local currency revenues and expenses are translated at average rates of exchange during the period. Equity accounts are translated at historical rates. The resulting translation adjustments are recorded directly into accumulated other comprehensive income.

Sales by our foreign subsidiaries are generally transacted in the respective local currencies and are translated into U.S. dollars using average rates of exchange for each monthly accounting period to which they relate. Most of our product purchases from third-party manufacturers are transacted in U.S. dollars. Consequently, our sales and net earnings are affected by changes in currency exchange rates, with sales and earnings generally increasing with a weakening U.S. dollar and decreasing with a strengthening U.S. dollar.

Results of Operations

The following table sets forth our operating results as a percentage of net sales for the periods indicated:

	Year Ended December 31, 2018	2017
Net sales	100.0%	100.0%
Cost of sales	20.5	19.6
Gross profit	79.5	80.4
Operating expenses:		
Commissions expense	45.6	42.3
Selling, general and administrative expenses	16.3	16.3
Total operating expenses	61.9	58.6
Income from operations	17.6	21.8
Other income, net	0.4	0.2
Income before income taxes	18.0	22.0
Income tax provision	1.8	10.0
Net income	16.2 %	12.0 %

Table of Contents

Net Sales

The following table sets forth revenue by market for the periods indicated (in thousands):

	Year Ended December 31,			
	2018		2017	
Americas[1]	$6,982	3.6 %	$5,794	2.9 %
Hong Kong[2]	169,452	88.3	174,926	88.5
China	7,744	4.0	7,282	3.7
Taiwan	3,964	2.1	5,591	2.8
South Korea	493	0.3	466	0.2
Japan	204	0.1	129	0.1
Singapore	169	0.1	184	0.1
Malaysia	390	0.2	—	—
Russia and Kazakhstan	868	0.4	913	0.5
Europe	1,644	0.9	2,278	1.2
Total	$191,910	100.0%	$197,563	100.0%

[1] *United States, Canada, Mexico and Peru.*
[2] *Substantially all of our Hong Kong revenues are derived from the sale of products that are delivered to members in China. See "Item 1A. Risk Factors".*

Net sales were $191.9 million for the year ended December 31, 2018 compared with $197.6 million a year ago, a decrease of $5.7 million, or 3%. Hong Kong net sales, substantially all of which were derived from the sale of products shipped to members residing in China, decreased $5.5 million, or 3%, over the prior year. The sales decrease was primarily attributable to current challenging market conditions of increased global trade tensions, China's slowing economy and a weaker Chinese currency.

Outside of our Hong Kong business, net sales decreased $179,000, or 1%, compared with the prior year, driven by a 29% decrease in our Taiwan business and offset by a 21% increase in Americas.

As of December 31, 2018, deferred revenue was $6.8 million, which primarily consisted of $4.6 million in unshipped product orders and $1.9 million pertaining to auto ship advances.

Gross Profit

Gross profit was 79.5% of net sales for the year ended December 31, 2018 compared with 80.4% of net sales for the year ended December 31, 2017. The gross profit margin percentage decrease was primarily due to lower event revenue and product promotions in our China e-commerce business, our Noni Juice promotions and higher freight costs.

Commissions

Commissions were 45.6% of net sales for the year ended December 31, 2018 compared with 42.3% of net sales for the year ended December 31, 2017. The increase as a percentage of net sales was primarily due to higher costs for supplemental on-going cash and other incentive programs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were $31.3 million for the year ended December 31, 2018 compared with $32.2 million for the year ended December 31, 2017. Selling, general and administrative expenses decreased by $912,000, or 3%, mainly due to decreases in professional fees as compared to the year ended December 31, 2017.

Table of Contents

Income Taxes

An income tax provision of $3.5 million was recognized for the year ended December 31, 2018 compared with $19.8 million for the year ended December 31, 2017. The decrease is due primarily to the impact of the one-time transition tax on the December 31, 2017 tax year as a result of the enactment of the Tax Cuts and Jobs Act (the "Tax Act") on December 22, 2017 by the U.S. government. One major provision of the Tax Act, however, increased our effective tax rate for the year ended December 31, 2018. The Global Intangible Low-Taxed Income ("GILTI") provision, effective for the year ended December 31, 2018, subjects U.S. taxpayers owning at least 10% of a foreign controlled corporation to current taxation on the earnings and profits of the foreign corporation. We have accounted for GILTI as a current period expense ("period cost method").

Liquidity and Capital Resources

At December 31, 2018, our cash and cash equivalents totaled $132.7 million. Total cash and cash equivalents decreased by $2.6 million at December 31, 2018, as compared to December 31, 2017. We consider all highly liquid investments with original maturities of three months or less, when purchased, to be cash equivalents. As of December 31, 2018, we had $85.3 million in available-for-sale investments classified as cash equivalents. In addition, cash and cash equivalents included $11.1 million held in banks located in China subject to foreign currency controls.

At December 31, 2018, the ratio of current assets to current liabilities was 3.49 to 1.00 and we had $107.1 million of working capital. Working capital as of December 31, 2018 decreased $2.2 million compared to our working capital as of December 31, 2017, due primarily to the decrease in cash and cash equivalents as stated above and an increase in accrued commissions of $1.3 million when comparing the periods.

Cash provided by operations during 2018 was $29.7 million compared to $26.6 million during 2017. The increase in operating cash flows resulted primarily from lower employee-related costs and eWallet balances paid during 2018, partially offset by an increase in inventories and inventory-related deposits as we build up our inventory in Greater China to enhance our ability to navigate the challenging and uncertain international trade environment.

Cash flows used in investing activities totaled $214,000 during 2018 and consisted primarily of buildout costs in our Hong Kong and California offices and capitalizable software development costs. Cash flows used in investing activities totaled $278,000 during the year ended December 31, 2017 and consisted primarily of capitalizable software development costs and buildout costs for our expansion into Peru and Vietnam.

Cash flows used in financing activities during 2018 consisted solely of the following cash dividend payments (in thousands, except per share amounts) to holders of our common stock:

Declaration Date	Per Share	Amount	Record Date	Payment Date
October 21, 2018 (special)	$0.18	$2,048	November 13, 2018	November 23, 2018
October 21, 2018	0.16	1,820	November 13, 2018	November 23, 2018
July 18, 2018 (special)	0.25	2,844	August 14, 2018	August 24, 2018
July 18, 2018	0.15	1,707	August 14, 2018	August 24, 2018
April 17, 2018 (special)	1.76	20,022	May 15, 2018	May 25, 2018
April 17, 2018	0.14	1,592	May 15, 2018	May 25, 2018
February 6, 2018	0.13	1,479	February 27, 2018	March 9, 2018
Total	$2.77	$31,512		

Subsequent to December 31, 2018, on January 27, 2019, the Board of Directors declared a quarterly cash dividend of $0.16, as well as a special cash dividend of $0.08 on each share of common stock outstanding. The dividends were paid on March 15, 2019 to stockholders of record on March 5, 2019. Declaration and payment of any future dividends on shares of common stock will be at the discretion of our Board of Directors.

Cash flows used in financing activities during 2017 consisted solely of dividend payments totaling $17.2 million.

We believe that our existing internal liquidity, supported by cash on hand and cash flows from operations should be adequate to fund normal business operations and address our financial commitments for the foreseeable future.

Table of Contents

We do not have any significant unused sources of liquid assets. If necessary, we may attempt to generate more funding from the capital markets, but currently do not believe that will be necessary.

Our priority is to focus our resources on investing in our most important markets, which we consider to be Greater China and countries where our existing members may have the connections to recruit prospects and sell our products, such as Southeast Asia, India, South America and Europe. We will continue to invest in our Mainland China entity for such purposes as establishing China-based manufacturing capabilities, increasing public awareness of our brand and our products, sourcing more Chinese-made products, building a chain of service stations, opening additional Healthy Lifestyle Centers or branch offices, adding local staffing and other requirements for a China direct selling license application.

Quarterly Results of Operations (Unaudited)

The following table sets forth unaudited quarterly operating results for each of the last eight fiscal quarters. The information for each of these quarters has been prepared on the same basis as the audited annual financial statements included elsewhere in this annual report and, in the opinion of management, includes all adjustments, which includes only normal recurring adjustments, necessary for the fair statement of the results of operations for these periods. This data should be read in conjunction with our audited consolidated financial statements and related notes included in "Item 8. Financial Statements and Supplementary Data" of this annual report. These quarterly operating results are not necessarily indicative of our operating results for any future period.

	2018				2017			
	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter	4th Quarter[1]	3rd Quarter	2nd Quarter	1st Quarter
	(In Thousands, Except Per Share Data)							
Net sales	$41,590	$47,043	$50,910	$52,367	$46,092	$40,132	$51,465	$59,874
Gross profit	32,769	37,117	40,511	42,146	36,668	31,949	41,672	48,629
Income from operations	5,733	7,847	10,108	10,044	8,686	8,514	12,867	12,992
Net income (loss)	5,559	7,629	9,023	8,824	(4,488)	7,338	10,303	10,425
Net income (loss) per common share:								
Basic	0.49	0.67	0.80	0.78	(0.40)	0.65	0.92	0.93
Diluted	0.49	0.67	0.80	0.78	(0.40)	0.65	0.91	0.93

[1] Reflects the impact of the Tax Cuts and Jobs Act of 2017 enacted in December 2017.

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2018 and the expected effect on our cash flow and liquidity in future periods (in thousands):

	Total	2019	2020-2021	2022-2023	Thereafter
Operating leases	$4,455	$1,796	$ 1,792	$ 540	$ 327
Purchase obligations	280	280	—	—	—
Long-term incentive compensation	9,034	1,226	3,093	4,715	—
Tax Cut & Jobs Act repatriation tax liability	18,600	1,617	3,235	4,650	9,098
Other commitments	157	70	87	—	—
Total	$32,526	$4,989	$ 8,207	$ 9,905	$ 9,425

We have entered into non-cancelable operating lease agreements for locations within the United States and for our international subsidiaries, with expirations through September 2025 totaling $4.5 million.

In May 2013, we entered into an exclusive distribution agreement with one of our suppliers to purchase their product through July 2016 which automatically renews annually unless terminated 90 days prior to the termination date. To maintain exclusivity, we are required to purchase a minimum of $40,000 of product per month until the termination date. As of December 31, 2018, we were in compliance with the exclusivity provision.

Table of Contents

In recognition of the achievement of specified performance goals, financial rewards are awarded under our 2014 Long-Term Incentive Plan with cash payments through December 2023. See Note 1 of the Notes to Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report for additional information.

On December 22, 2017, the U.S. Tax Cuts and Jobs Act (the “Tax Act”) was signed into law. The Tax Act significantly revised the U.S. corporate income tax regime by, among other things, lowering the U.S. corporate tax rate from 35% to 21% effective January 1, 2018, implementing a territorial tax system and imposing a one-time repatriation tax on deemed repatriated earnings of foreign subsidiaries and an annual tax on the earnings and profits of any greater than 10% owned foreign controlled corporations. We are subject to this annual tax, resulting in a federal income tax liability as of December 31, 2018 in the amount of $2.9 million, net of foreign tax credits. In 2017, we were subject to the one-time repatriation tax, resulting in a federal income tax liability of $20.2 million. The Company made an election to spread the payment of the one-time repatriation tax liability over an eight year installment period. Under the election, 8% of the installment payments are due in each of the first five years, 15% in the sixth year, 20% in the seventh year, and the remaining 25% due in the eighth year. As a result of the Tax Act adoption of a territorial tax regime, any foreign source portion of a qualified dividend received by a 10% U.S. corporate shareholder is exempt from U.S. tax, therefore resulting in any future repatriation having a minimal effect on our tax liability.

We have evaluated our tax positions and have determined that there are no uncertain tax positions for the current year or years prior.

We have employment agreements with certain members of our management team that can be terminated by either the employee or us upon four weeks’ notice. The employment agreements entered into with the management team contain provisions that guarantee the payments of specified amounts in the event of a change in control, as defined, or if the employee is terminated without cause, as defined, or terminates employment for good reason, as defined.

Critical Accounting Policies and Estimates

A summary of our significant accounting policies is provided in Note 1 of the Notes to Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of this report. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management 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 consolidated financial statements and the reported amounts of revenues and expenses during the reported period. The process of determining significant estimates is fact specific and takes into account historical experience and current and expected economic conditions. To the extent that there are material differences between the estimates and actual results, future results of operations will be affected.

Critical accounting policies and estimates are defined as both those that are material to the portrayal of our financial condition and results of operations and as those that require management’s most subjective judgments. Management believes our critical accounting policies and estimates are those related to revenue recognition, as well as those used in the determination of liabilities related to member commissions and income taxes.

Revenue Recognition. All revenue is recognized when the performance obligations under a contract are satisfied. Product sales are recorded when the products are shipped and title passes to independent members. Product sales to members are made pursuant to a member agreement that provides for transfer of both title and risk of loss upon our delivery to the carrier that completes delivery to the members, which is commonly referred to as “F.O.B. Shipping Point.” We primarily receive payment by credit card at the time members place orders. Our sales arrangements do not contain right of inspection or customer acceptance provisions other than general rights of return. Amounts received for unshipped product are recorded as deferred revenue. Such amounts totaled $4.6 million and $2.4 million at December 31, 2018 and 2017, respectively. Shipping charges billed to members are included in net sales. Costs associated with shipments are included in cost of sales. Event and training revenue is deferred and recognized as the event or training occurs.

Additionally, deferred revenue includes advances for auto ship orders. In certain markets, when a member's cumulative commission income reaches a certain threshold, a percentage of the member's weekly commission is held back as an advance and applied to an auto ship order once the accumulated amount of the advances is sufficient to pay for the pre-selected auto ship package of the member. Such advances were $1.9 million and $1.7 million at December 31, 2018 and 2017, respectively.

Commissions. Independent members earn commissions based on total personal and group bonus volume points per weekly sales period. Each of our products are designated a specified number of bonus volume points, which is essentially a percentage of the product's wholesale price. We accrue commissions when earned and as the related revenue is recognized and pay commissions on product sales generally two weeks following the end of the weekly sales period.

Independent members may also earn incentives based on meeting certain qualifications during a designated incentive period, which may range from several weeks to up to a year. For each individual incentive, we estimate the total number of qualifiers as well as the expected per qualifier cost and accrue all costs associated with incentives throughout the qualification period. We regularly review and update, if necessary, the estimates of both qualifiers and cost as more information is obtained during the qualification period. Any resulting change in total cost is recognized over the remaining qualification period. Long-term promotions and incentives (lasting up to one year) can, in particular, result in uncertain ultimate cost. Accrued commissions, including the estimated cost of our international recognition incentive program and other supplemental programs, totaled $12.5 million and $11.2 million at December 31, 2018 and 2017, respectively.

Income Taxes. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted statutory rates for the years in which the temporary differences are expected to be recovered or settled. We evaluate the probability of realizing the future benefits of any of our deferred tax assets and record a valuation allowance when we believe a portion or all of our deferred tax assets may not be realized. Deferred tax expense or benefit is a result of changes in deferred tax assets and liabilities. Based on the technical merits of our tax position, tax benefits may be recognized if we determine it is more likely than not that our position will be sustained on examination by tax authorities. The complex nature of these estimates requires us to anticipate the likely application of tax law and make judgments on the largest benefit that has a greater than fifty percent likelihood of being realized prior to the completion and filing of tax returns for such periods. As of December 31, 2018, we do not have a valuation allowance against our U.S. deferred tax assets. We maintain a valuation allowance in certain foreign jurisdictions with an overall tax loss. The valuation allowance will be reduced at such time as management believes it is more likely than not that the deferred tax assets will be realized. Any reductions in the valuation allowance will reduce future income tax provision.

Provision for income taxes depends on the statutory tax rates in each of the jurisdictions in which we operate. As a result of capital return activities, we determined that a portion of our current undistributed foreign earnings are no longer deemed reinvested indefinitely by our non-U.S. subsidiaries. For state income tax purposes, we will continue to periodically reassess the needs of our foreign subsidiaries and update our indefinite reinvestment assertion as necessary. The Tax Act, enacted on December 22, 2017 by the U.S. government, required a one-time repatriation tax on certain un-repatriated earnings of foreign subsidiaries at a rate of 15.5% tax on post-1986 foreign earnings held in cash and an 8% rate on all other post-1986 earnings. Due to the adoption of a territorial tax regime, any foreign source portion of a qualified dividend received by a 10% U.S. corporate shareholder is exempt from U.S. federal tax, therefore resulting in any future repatriation having a minimal effect on our effective tax rate. To the extent that additional foreign earnings are not deemed permanently reinvested, we expect to recognize additional income tax provision at the applicable U.S. state corporate tax rate(s). As of December 31, 2018, we have accrued tax liabilities for earnings that we plan to repatriate out of accumulated earnings in future periods for state tax purposes only. All undistributed earnings in excess of 50% of current earnings on an annual basis are intended to be reinvested indefinitely as of December 31, 2018.

We estimate what our effective tax rate will be for the full fiscal year at each interim reporting period and record a quarterly tax provision based on that estimated effective tax rate. Throughout the year that estimated rate may change based on variations in our business, changes in our corporate structure, changes in the geographic mix and amount of income, applicable tax laws and regulations, communications with tax authorities, as well as our estimated and actual level of annual pre-tax income. We adjust our income tax provision in the reporting period in which the change in our estimated rate occurs so that the year-to-date provision is consistent with the anticipated annual tax rate.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable under smaller reporting company disclosure rules.

Table of Contents

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

NATURAL HEALTH TRENDS CORP.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
Natural Health Trends Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Natural Health Trends Corp. (the “Company”) as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, stockholders’ equity and cash flows for each of the two years in the period ended December 31, 2018, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2018, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013 and our report dated April 26, 2019, expressed an adverse opinion on the effectiveness of the Company’s internal control over financial reporting because of the existence of a material weakness.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Marcum LLP

Marcum LLP

We have served as the Company’s auditor since 2017.

Los Angeles, CA
April 26, 2019

Table of Contents

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)

	December 31, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$132,653	$135,311
Inventories	12,165	8,398
Other current assets	5,369	7,534
Total current assets	150,187	151,243
Property and equipment, net	934	1,149
Goodwill	1,764	1,764
Restricted cash	2,998	3,167
Deferred tax asset	1,207	1,435
Other assets	831	796
Total assets	$157,921	$159,554
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$1,631	$1,751
Income taxes payable	287	309
Accrued commissions	12,502	11,170
Other accrued expenses	6,121	7,605
Deferred revenue	6,795	4,455
Amounts held in eWallets	14,611	15,152
Other current liabilities	1,137	1,479
Total current liabilities	43,084	41,921
Income taxes payable	16,982	19,052
Deferred tax liability	186	56
Long-term incentive	7,808	7,904
Total liabilities	68,060	68,933
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value; 5,000,000 shares authorized; no shares issued and outstanding at December 31, 2018 and 2017	—	—
Common stock, $0.001 par value; 50,000,000 shares authorized; 12,979,414 shares issued at December 31, 2018 and 2017	13	13
Additional paid-in capital	86,415	86,683
Retained earnings	44,431	44,908
Accumulated other comprehensive loss	(1,250)	(413)
Treasury stock, at cost; 1,603,322 and 1,637,524 shares at December 31, 2018 and 2017, respectively	(39,748)	(40,570)
Total stockholders' equity	89,861	90,621
Total liabilities and stockholders' equity	$157,921	$159,554

See accompanying notes to consolidated financial statements.

Table of Contents

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF OPERATIONS
(In Thousands, Except Per Share Data)

	Year Ended December 31,	
	2018	2017
Net sales	$191,910	$197,563
Cost of sales	39,367	38,645
Gross profit	152,543	158,918
Operating expenses:		
Commissions expense	87,502	83,638
Selling, general and administrative expenses	31,309	32,221
Total operating expenses	118,811	115,859
Income from operations	33,732	43,059
Other income, net	789	367
Income before income taxes	34,521	43,426
Income tax provision	3,486	19,848
Net income	$31,035	$23,578
Net income per common share:		
Basic	$2.75	$2.10
Diluted	$2.74	$2.09
Weighted-average number of common shares outstanding:		
Basic	11,304	11,251
Diluted	11,318	11,267
Cash dividends declared per common share	$2.77	$1.52

See accompanying notes to consolidated financial statements.

Table of Contents

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands)

	Year Ended December 31,	
	2018	2017
Net income	$31,035	$23,578
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(831)	677
Release of cumulative translation adjustment	—	(258)
Net change in foreign currency translation adjustment	(831)	419
Unrealized losses on available-for-sale securities	(6)	(25)
Comprehensive income	$30,198	$23,972

See accompanying notes to consolidated financial statements.

Table of Contents

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In Thousands, Except Share Data)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Total
	Shares	Amount	Shares	Amount				Shares	Amount	
BALANCE, December 31, 2016	—	$ —	12,979,414	$ 13	$ 86,574	$ 38,548	$ (807)	(1,692,218)	$ (41,889)	$ 82,439
Net income	—	—	—	—	—	23,578	—	—	—	23,578
Restricted stock forfeiture	—	—	—	—	(5)	—	—	(1,566)	(33)	(38)
Common stock issued	—	—	—	—	79	—	—	56,260	1,352	1,431
Dividends declared	—	—	—	—	—	(17,218)	—	—	—	(17,218)
Elimination of CTA upon dissolution	—	—	—	—	—	—	(258)	—	—	(258)
Foreign currency translation adjustments	—	—	—	—	—	—	677	—	—	677
Unrealized losses on available-for-sale securities	—	—	—	—	—	—	(25)	—	—	(25)
Stock-based compensation	—	—	—	—	35	—	—	—	—	35
BALANCE, December 31, 2017	—	—	12,979,414	13	86,683	44,908	(413)	(1,637,524)	(40,570)	90,621
Net income	—	—	—	—	—	31,035	—	—	—	31,035
Common stock issued	—	—	—	—	(268)	—	—	34,202	822	554
Dividends declared	—	—	—	—	—	(31,512)	—	—	—	(31,512)
Foreign currency translation adjustments	—	—	—	—	—	—	(831)	—	—	(831)
Unrealized losses on available-for-sale securities	—	—	—	—	—	—	(6)	—	—	(6)
BALANCE, December 31, 2018	—	$ —	12,979,414	$ 13	$ 86,415	$ 44,431	$ (1,250)	(1,603,322)	$ (39,748)	$ 89,861

See accompanying notes to consolidated financial statements.

Table of Contents

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)

	Year Ended December 31,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$31,035	$23,578
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	424	536
Stock-based compensation	—	35
Cumulative translation adjustment realized in net income	—	(258)
Deferred income taxes	358	(1,644)
Changes in assets and liabilities:		
Inventories	(3,879)	2,843
Other current assets	2,065	(3,399)
Other assets	(55)	(61)
Accounts payable	(116)	(392)
Income taxes payable	(2,077)	18,676
Accrued commissions	1,410	(2,417)
Other accrued expenses	(883)	(6,033)
Deferred revenue	2,359	(481)
Amounts held in eWallets	(509)	(3,875)
Other current liabilities	(326)	(179)
Long-term incentive	(96)	(324)
Net cash provided by operating activities	29,710	26,605
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(214)	(278)
Net cash used in investing activities	(214)	(278)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends paid	(31,512)	(17,218)
Net cash used in financing activities	(31,512)	(17,218)
Effect of exchange rates on cash, cash equivalents and restricted cash	(811)	485
Net (decrease) increase in cash, cash equivalents and restricted cash	(2,827)	9,594
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	138,478	128,884
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	$135,651	$138,478
SUPPLEMENTAL CASH FLOW DISCLOSURE:		
Cash paid for income taxes, net	$3,130	$6,772
Issuance of treasury stock for employee awards, net	$554	$1,393

See accompanying notes to consolidated financial statements.

NATURAL HEALTH TRENDS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Natural Health Trends Corp., a Delaware corporation (whether or not including its subsidiaries, the "Company"), is an international direct-selling and e-commerce company. Subsidiaries controlled by the Company sell personal care, wellness, and "quality of life" products under the "NHT Global" brand.

The Company's wholly-owned subsidiaries have an active physical presence in the following markets: the Americas, which consists of the United States, Canada, Cayman Islands, Mexico and Peru; Greater China, which consists of Hong Kong, Taiwan and China; Southeast Asia, which consists of Singapore, Malaysia, Thailand and Vietnam; South Korea; Japan; India; and Europe. The Company also operates in Russia and Kazakhstan through an engagement with a local service provider.

In January 2019, the Company relocated its corporate headquarters from Rolling Hills Estates, California to Hong Kong.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all of its wholly-owned subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

Reclassification

Certain prior year balances in the statement of operations have been reclassified to conform to current year presentation. Additionally, in accordance with the adoption of Accounting Standards Update ("ASU") No. 2016-18, *Statement of Cash Flows - Restricted Cash*, the Company has included amounts classified as restricted cash or restricted cash equivalents with cash and cash equivalents when reconciling beginning-of-period and end-of-period total cash, cash equivalents and restricted cash amounts, as presented in its consolidated statements of cash flows.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management 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 consolidated financial statements and the reported amounts of revenues and expenses during the reported period.

The most significant accounting estimates inherent in the preparation of the Company's financial statements include estimates associated with revenue recognition, as well as those used in the determination of liabilities related to sales returns, commissions and income taxes. Various assumptions and other factors prompt the determination of these significant estimates. The process of determining significant estimates is fact specific and takes into account historical experience and current and expected economic conditions. The actual results may differ materially and adversely from the Company's estimates. To the extent that there are material differences between the estimates and actual results, future results of operations will be affected.

Table of Contents

Cash and Cash Equivalents

Cash and cash equivalents include the Company's investments in debt securities, comprising municipal notes, bonds and corporate debt, money market funds and time deposits. The Company considers all highly liquid investments with original maturities of three months or less, when purchased, to be cash equivalents. Debt securities classified as cash equivalents are required to be accounted for in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 320, *Investments - Debt and Equity Securities*. As such, the Company determined its investments in debt securities held at December 31, 2018 should be classified as available-for-sale and are carried at fair value with unrealized gains and losses reported in accumulated other comprehensive loss in stockholders' equity. The cost of debt securities is adjusted for amortization of premiums and discounts to maturity. This amortization is included in other income. Realized gains and losses, as well as interest income, are also included in other income. The fair values of securities are based on quoted market prices.

The Company includes credit card receivables due from certain of its credit card processors in its cash and cash equivalents as the cash proceeds are received within two to five days.

The Company maintains certain cash balances at several institutions located in the United States, Hong Kong and Malaysia which at times may exceed insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

Restricted Cash

In June 2015, the Company funded a bank deposit account in the amount of CNY 20 million ($2.9 million and $3.1 million at December 31, 2018 and 2017, respectively) in anticipation of submitting a direct selling license application in China. Such deposit is required by Chinese laws to establish a consumer protection fund.

The Company periodically maintains a cash reserve with certain credit card processing companies to provide for potential uncollectible amounts and chargebacks. Those cash reserves held by credit card processing companies located in South Korea are reflected in noncurrent assets since they require the Company to provide 100% collateral before processing transactions, which must be maintained indefinitely.

Inventories

Inventories are stated at the lower of cost or net realizable value, using the first-in, first-out method. The Company reviews its inventory for obsolescence and any inventory identified as obsolete is reserved or written off. The Company's determination of obsolescence is based on assumptions about the demand for its products, product expiration dates, estimated future sales, and management's future plans.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally three to five years for office equipment, office software and capitalized internal-use software development costs and five to seven years for furniture and fixtures. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the assets. Expenditures for maintenance and repairs are charged to expense as incurred. Depreciation and amortization expenses are included in the statement of operations as selling, general and administrative expenses. Such expense totaled $424,000 and $536,000 during 2018 and 2017, respectively.

The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of these assets is measured by comparison of its carrying amounts to future undiscounted cash flows the assets are expected to generate. If property and equipment are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the asset exceeds its fair value.

Table of Contents

Goodwill

The Company assesses qualitative factors in order to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a two-step impairment test is performed. The Company's policy is to test for impairment annually during the fourth quarter. Considerable management judgment is necessary to measure fair value. The Company did not recognize any impairment charges for goodwill during the periods presented.

Income Taxes

The Company recognizes income taxes under the liability method of accounting for income taxes. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted statutory tax rates in effect for the years in which the temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is a result of changes in deferred tax assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be ultimately realized based on the more likely than not recognition criteria. The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company has evaluated its tax positions and determined that there are no uncertain tax positions for the current year or years prior. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income tax expense. Deferred taxes are not provided for state income tax purposes on the portion of undistributed earnings of subsidiaries outside of the United States when these earnings are considered permanently reinvested.

Amounts Held in eWallets

The Company requires commission payments of certain members in Hong Kong to be first recorded into an electronic wallet (eWallet) account in lieu of being paid out directly to members. The eWallet functionality allows members to place new product orders utilizing eWallet available balance and/or request commission payout via multiple payment methods. Amounts held in eWallets are reflected on the balance sheet as a current liability.

Long-Term Incentive

Financial rewards earned under the 2014 Long-Term Incentive Plan (the "LTI Plan") are recognized over the performance period as specified performance or other goals are achieved or exceeded. In accordance with the LTI Plan, fifty percent of any cash payment earned is payable in thirty-five equal consecutive monthly installments commencing in February of the calendar year immediately following the conclusion of the performance period and the remaining fifty percent of the payment earned is payable in thirty-five equal consecutive monthly installments commencing in February 2021 and ending in December 2023. As of December 31, 2018, unpaid installments for long-term incentive compensation total $9.0 million, of which $7.8 million is reflected on the balance sheet as a non-current liability and $1.2 million is reflected in other accrued expenses.

At the sole discretion of the Compensation Committee of the Company's Board of Directors, distributions under the LTI Plan are made in cash, or alternatively awarded in the form of common stock or other common stock rights having an equivalent cash value under the terms of the Natural Health Trends Corp. 2016 Equity Incentive Plan. A determination of the form of distribution, if any, is made by the Compensation Committee subsequent to the end of each calendar year. As such, amounts earned are considered non-equity awards. See Note 7 for grant information of distributions settled in common stock.

Foreign Currency

The functional currency of the Company's international subsidiaries is generally their local currency. Local currency assets and liabilities are translated at the rates of exchange on the balance sheet date, and local currency revenues and expenses are translated at average rates of exchange during the period. Equity accounts are translated at historical rates. The resulting translation adjustments are recorded directly into accumulated other comprehensive income.

Aggregate transaction gains or losses, including gains or losses related to foreign-denominated cash and cash equivalents and the re-measurement of certain inter-company balances, are included in the statement of operations as other income and expense. Loss on foreign exchange totaling $739,000 and $451,000 was recognized during 2018 and 2017, respectively.

Commissions

Independent members earn commissions based on total personal and group bonus volume points per weekly sales period. Each of the Company's products are designated a specified number of bonus volume points, which is essentially a percentage of the product's wholesale price. The Company accrues commissions when earned and as the related revenue is recognized and pays commissions on product sales generally two weeks following the end of the weekly sales period.

In some markets, the Company also pays certain bonuses on purchases by up to three generations of personally sponsored members, as well as bonuses on commissions earned by up to seven generations of personally sponsored members. Independent members may also earn incentives based on meeting certain qualifications during a designated incentive period, which may range from several weeks to up to a year. The Company estimates and accrues all costs associated with the incentives as the members meet the qualification requirements.

From time to time the Company makes modifications and enhancements to the Company's compensation plan to help motivate members, which can have an impact on member commissions. The Company also enters into performance-based agreements for business or market development, which may result in additional compensation to specific members.

Operating Leases

The Company leases its physical properties under operating leases. Certain lease agreements include rent holidays and incentives. The Company recognizes rent holiday periods on a straight-line basis over the lease term beginning when the Company has the right to the leased space.

Stock-Based Compensation

Stock-based compensation expense is determined based on the grant date fair value of each award, net of estimated forfeitures which are derived from historical experience, and is recognized on a straight-line basis over the requisite service period for the award.

Net Income Per Common Share

Diluted net income per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. The dilutive effect of non-vested restricted stock is reflected by application of the treasury stock method. Under the treasury stock method, the amount of compensation cost for future service that the Company has not yet recognized and the amount of tax benefit that would be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares.

Certain Risks and Concentrations

A substantial portion of the Company's sales are generated in Hong Kong (see Note 11). Substantially all of the Company's Hong Kong revenues are derived from the sale of products that are delivered to members in China. In contrast to the Company's operations in other parts of the world, the Company's China subsidiary has not implemented a direct sales model in China. The Chinese government permits direct selling only by organizations that have a license, which the Company has applied for, and has also adopted anti-pyramid selling and multilevel marketing legislation. The Company operates an e-commerce direct selling model in Hong Kong and recognizes the revenue derived from sales to both Hong Kong and Chinese members as being generated in Hong Kong. Products purchased by members in China are delivered to third parties that act as the importers of record under agreements to pay applicable duties. In addition, through a Chinese entity, the Company sells products in China using an e-commerce retail model. The Chinese entity operates separately from the Hong Kong entity, and a Chinese member may elect to participate separately or in both.

The Company continually evaluates its operations in China and Hong Kong for compliance with applicable laws and regulations, including seeking the input of outside professionals and certain Chinese authorities. This process can and has resulted in the identification of certain matters of potential noncompliance. The Company works on a continuing basis to satisfactorily address such matters, however there can be no assurance that adequate steps are taken or that applicable laws and regulations are properly interpreted. Should the government authorities determine that the Company’s activities violate applicable laws and regulations, including China’s direct selling, pyramid selling or multilevel marketing laws and regulations, or should new laws or regulations be adopted, there could be a material adverse effect on the Company’s business, financial condition and results of operations.

Table of Contents

Although the Company attempts to work closely with both national and local Chinese governmental agencies in conducting its business, the Company's efforts to comply with national and local laws may be harmed by a rapidly evolving regulatory climate, concerns about activities resembling violations of direct selling, pyramid selling or multi-level marketing legislation, and subjective interpretations of laws and regulations. Any determination that the Company's operations or activities, or the activities of its individual members or employee sales representatives, or importers of record are not in compliance with applicable laws and regulations could result in the imposition of substantial fines, extended interruptions of business, restrictions on the Company's future ability to obtain business licenses or expand into new locations, changes to its business model, the termination of required licenses to conduct business, or other actions, any of which could materially harm the Company's business, financial condition and results of operations.

No single market other than Hong Kong had net sales greater than 10% of total sales. Sales are made to the Company's members and no single customer accounted for 10% or more of its net sales. However, the Company's business model can result in a concentration of sales to several different members and their network of members. Although no single member accounted for 10% or more of net sales, the loss of a key member or that member's network could have an adverse effect on the Company's net sales and financial results.

The Company's *Premium Noni Juice* and *Enhanced Essential Probiotics®* products each account for more than 10% of the Company's total revenue. The Company currently sources each such product from a single supplier. If demand decreases significantly, government regulation restricts their sale, the Company is unable to adequately source or deliver the products, or the Company ceases offering the products for any reason without suitable replacements, the Company's business, financial condition and results of operations could be materially and adversely affected.

Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments, including cash and cash equivalents and accounts payable, approximate fair value because of their short maturities. The carrying amount of the noncurrent restricted cash approximates fair value since, absent the restrictions, the underlying assets would be included in cash and cash equivalents.

Accounting standards permit companies, at their option, to choose to measure many financial instruments and certain other items at fair value. The Company has elected to not fair value existing eligible items.

Recently Issued and Adopted Accounting Pronouncements

In November 2016, the FASB issued ASU No. 2016-18 that requires amounts generally described as restricted cash or restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The new standard was effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted the new standard effective January 1, 2018 using the retrospective transition method. Its adoption did not have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB established Topic 842, *Leases*, by issuing ASU No. 2016-02, which requires lessees to recognize the rights and obligations created by leases on the balance sheet and disclose key information about leasing arrangements. Topic 842 was subsequently amended by ASU No. 2018-11, *Targeted Improvements*, ASU No. 2018-10, *Codification Improvements to Topic 842*, and ASU No. 2018-01, *Land Easement Practical Expedient for Transition to Topic 842*. The new standard establishes a right-of-use model (ROU) that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the statement of operations.

The new standard will be effective January 1, 2019. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. An entity may choose to use either (1) its effective date or (2) the beginning of the earliest comparative period presented in the financial statements as its date of initial application. If an entity chooses the second option, the transition requirements for existing leases also apply to leases entered into between the date of initial application and the effective date. The entity must also recast its comparative period financial statements and provide the disclosures required by the new standard for the comparative periods. The Company expects to adopt the new standard on January 1, 2019 using the effective date as our date of initial application. Consequently, financial information will not be updated and the disclosures required under the new standard will not be provided for dates and periods before January 1, 2019.

Table of Contents

The new standard provides a number of optional practical expedients in transition. The Company expects to elect the "package of practical expedients", which permits entities not to reassess under the new lease standard prior conclusions about lease identification, lease classification and initial direct costs. The Company does not expect to elect the use-of-hindsight or the practical expedient pertaining to land easements.

While the Company continues to assess all of the effects of adoption, it currently believes that most significant effects relate to the recognition of new ROU assets and lease liabilities on our balance sheet for office operating leases and providing significant new disclosures about our leasing activities. On adoption, the Company expects to recognize an operating lease liability of $4.6 million, with corresponding ROU assets of the same amount based on the present value of the remaining minimum rental payments under current leasing standards for existing operating leases.

The new standard also provides practical expedients for an entity's ongoing accounting. The Company currently expects to elect the short-term leases recognition exemption for all leases that qualify. This means that the Company will not recognize ROU assets or lease liabilities, and this includes not recognizing ROU assets and lease liabilities for existing short-term leases of those assets in transition. The Company also currently expects to elect the practical expedient to not separate lease and nonlease components for its leases.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue From Contracts With Customers*, that outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. ASU 2014-09 is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. It also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to fulfill a contract. In July 2015, the FASB approved the deferral of the effective date for annual reporting periods beginning after December 15, 2017, including interim reporting periods. The Company adopted the new standard effective January 1, 2018 using the modified retrospective transition method. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements. See Note 2 for additional information.

Other recently issued accounting pronouncements did not or are not believed by management to have a material impact on the Company's present or future financial statements.

2. REVENUE

Revenue Recognition

All revenue is recognized when the performance obligations under a contract are satisfied. Product sales are recognized when the products are shipped and title passes to independent members. Product sales to members are made pursuant to a member agreement that provides for transfer of both title and risk of loss upon the Company's delivery to the carrier that completes delivery to the members, which is commonly referred to as "F.O.B. Shipping Point." The Company's sales arrangements do not contain right of inspection or customer acceptance provisions other than general rights of return. These contracts are generally short-term in nature.

Actual product returns are recorded as a reduction to net sales. The Company estimates and accrues a reserve for product returns based on its return policies and historical experience. The reserve is based upon the return policy of each country, which varies from 14 days to one year, and their historical return rates, which range from 1% to 5% of sales. Sales returns were 2% of sales for both the years ended December 31, 2018 and 2017, respectively. No material changes in estimates have been recognized during the periods presented. See Note 4 for additional information.

The Company has elected to account for shipping and handling activities performed after title has passed to members as a fulfillment cost, and accrues for the costs of shipping and handling if revenue is recognized before the contractually obligated shipping and handling activities occurs. Shipping charges billed to members are included in net sales. Costs associated with shipments are included in cost of sales. Event and training revenue is deferred and recognized as the event or training occurs. Costs of events and member training are included within selling, general and administrative expenses.

Various taxes on the sale of products to members are collected by the Company as an agent and remitted to the respective taxing authority. These taxes are presented on a net basis and recorded as a liability until remitted to the respective taxing authority.

Table of Contents

Deferred Revenue

The Company primarily receives payment by credit card at the time members place orders. Amounts received for unshipped product are considered a contract liability and are recorded as deferred revenue. The increase in deferred revenue for the year ended December 31, 2018 is primarily due to $4.5 million of cash payments received for unshipped product primarily towards the end of the year offset by $2.4 million of revenue recognized during the year that was included in deferred revenue as of December 31, 2017. See Note 4 for additional information.

Disaggregation of Revenue

The Company sells products to a member network that operates in a seamless manner from market to market, except for the Chinese market where it sells to some consumers through an e-commerce retail platform and the Russia and Kazakhstan market where the Company operates through the engagement of a third-party service provider. See Note 11 for additional information.

Arrangements with Multiple Performance Obligations

The Company's contracts with customers may include multiple performance obligations. For such arrangements, the Company allocates revenues to each performance obligation based on its relative standalone selling price. The Company generally determines standalone selling prices based on the prices charged for individual products to similar customers.

Practical Expedients

The Company generally expenses sales commissions when incurred because the amortization period would be one year or less. These costs are recorded in commissions expense.

The Company does not provide certain disclosures about unsatisfied performance obligations for contracts with an original expected length of one year or less.

3. NET INCOME PER COMMON SHARE

The following table illustrates the computation of basic and diluted net income per common share for the periods indicated (in thousands, except per share data):

	Year Ended December 31,					
	2018			2017		
	Income	Shares	Per Share	Income	Shares	Per Share
Basic net income per common share:						
Net income available to common stockholders	$31,035	11,304	$2.75	$23,578	11,251	$2.10
Effect of dilutive securities:						
Non-vested restricted stock	—	14		—	16	
Diluted net income per common share:						
Net income available to common stockholders plus assumed conversions	$31,035	11,318	$2.74	$23,578	11,267	$2.09

Certain non-vested restricted stock is anti-dilutive upon applying the treasury stock method since the amount of compensation cost for future service results in the hypothetical repurchase of shares exceeding the actual number of shares to be vested. Non-vested restricted stock totaling 2,232 shares were not included for the year ended December 31, 2017 as their effect would have been anti-dilutive.

Table of Contents

4. BALANCE SHEET COMPONENTS

The components of certain balance sheet amounts are as follows (in thousands):

	December 31,	
	2018	2017
Cash and cash equivalents:		
Cash	$47,323	$61,703
Cash equivalents	85,330	73,608
	132,653	135,311
Restricted cash	2,998	3,167
	$135,651	$138,478
Inventories:		
Finished goods	$11,171	$7,779
Raw materials	1,145	799
Reserve for obsolescence	(151)	(180)
	$12,165	$8,398
Property and equipment:		
Office equipment	$537	$530
Office software	918	916
Machinery	29	30
Furniture and fixtures	319	276
Leasehold improvements	1,022	957
Construction in progress (including internal-use software development costs)	19	10
Property and equipment, at cost	2,844	2,719
Accumulated depreciation and amortization	(1,910)	(1,570)
	$934	$1,149
Other accrued expenses:		
Sales returns	$801	$614
Employee-related expense	4,051	5,568
Warehousing, inventory-related and other	1,269	1,423
	$6,121	$7,605
Deferred revenue:		
Unshipped product	$4,574	$2,411
Auto ship advances	1,876	1,665
Other	345	379
	$6,795	$4,455

As of December 31, 2018, cash and cash equivalents include $11.1 million held in banks located within China subject to foreign currency controls.

Table of Contents

5. FAIR VALUE MEASUREMENTS

Available-for-sale investments included in cash equivalents at the end of each period were as follows (in thousands):

	December 31, 2018			December 31, 2017		
	Adjusted Cost	Gross Unrealized Gains/Losses	Fair Value	Adjusted Cost	Gross Unrealized Gains/Losses	Fair Value
Municipal bonds and notes	$12,149	$ (7)	$12,142	$13,320	$ (1)	$13,319
Corporate debt securities	51,862	(26)	51,836	49,432	(24)	49,408
Financial institution instruments	21,352	—	21,352	10,881	—	10,881
Total available-for-sale investments	$85,363	$ (33)	$85,330	$73,633	$ (25)	$73,608

Financial institution instruments include instruments issued or managed by financial institutions such as money market fund deposits and time deposits.

FASB Topic 820, *Fair Value Measurements*, establishes a fair value hierarchy that requires the use of observable market data, when available, and prioritizes the inputs to valuation techniques used to measure fair value in the following categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.
Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
Level 3: Unobservable inputs that are not corroborated by market data.

The tables below present the Company's hierarchy for assets measured at fair value on a recurring basis as of December 31, 2018 and 2017.

	December 31, 2018			
	Level 1	Level 2	Level 3	Total
Amounts included in cash and cash equivalents	$85,330	$ —	$ —	$85,330
Total assets measured at fair value on a recurring basis	$85,330	$ —	$ —	$85,330

	December 31, 2017			
	Level 1	Level 2	Level 3	Total
Amounts included in cash and cash equivalents	$73,608	$ —	$ —	$73,608
Total assets measured at fair value on a recurring basis	$73,608	$ —	$ —	$73,608

6. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company has entered into non-cancelable operating lease agreements for locations within the United States and for its international subsidiaries, with expirations through September 2025. Rent expense in connection with operating leases was $2.2 million and $2.0 million during 2018 and 2017, respectively.

50

Future minimum lease obligations as of December 31, 2018 are as follows (in thousands):

2019	$1,796
2020	1,340
2021	452
2022	332
2023	208
Thereafter	327
Total minimum lease obligations	$4,455

Purchase Commitment

In May 2013, the Company entered into an exclusive distribution agreement with one of its suppliers to purchase its product through July 2016 which automatically renews annually unless terminated 90 days prior to the termination date. To maintain exclusivity, the Company is required to purchase a minimum of $40,000 of product per month until the termination date. As of December 31, 2018, the Company was in compliance with the exclusivity provision.

Employment Agreements

The Company has employment agreements with certain members of its management team that can be terminated by either the employee or the Company upon four weeks' notice. The employment agreements entered into with the management team contain provisions that guarantee the payments of specified amounts in the event of a change in control, as defined, or if the employee is terminated without cause, as defined, or terminates employment for good reason, as defined.

Securities Class Actions

On January 8, 2019, the Company and its two executive officers were named in a putative securities class action filed in the United States District Court for the Central District of California, captioned *Kauffman v. Natural Health Trends Corp.*, Case No. 2:19-cv-00163. The complaint purports to assert claims on behalf of all persons who purchased or otherwise acquired our common stock between April 27, 2016 and January 5, 2019, inclusive, under (i) Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 promulgated thereunder against the Company and Chris T. Sharng and Timothy S. Davidson (together, the "Individual Defendants"), and (ii) Section 20(a) of the Exchange Act against the Individual Defendants. The complaint alleges, in part, that the Company made materially false and misleading statements regarding the legality of its business operations in China, including running an allegedly illegal multilevel marketing business. The complaint seeks an indeterminate amount of damages, plus interest and costs. Defendants believe that these claims are without merit and intend to vigorously defend against them.

In January 2016, two putative securities class action complaints were filed against the Company and its top executives in the United States District Court for the Central District of California. On March 29, 2016, the court consolidated these actions under the caption Ford v. Natural Health Trends Corp., Case No. 2:16-cv-00255-TJH-AFMx, appointed two Lead Plaintiffs, Mahn Dao and Juan Wang, and appointed the Rosen Law Firm and Levi & Korsinsky LLP as co-Lead Counsel for the purported class. On April 2, 2018, the court approved a class-wide settlement of the action in the amount of $1.75 million, which was fully funded by the Company's insurers. On April 6, 2018, the court entered a Final Judgment and Order of Dismissal With Prejudice.

Shareholder Derivative Claims

In February 2016, a purported shareholder derivative complaint was filed in the Superior Court of the State of California, County of Los Angeles: *Zhou v. Sharng*. In March 2016, a purported shareholder derivative complaint was filed in the United States District Court for the Central District of California: *Kleinfeldt v. Sharng.* On November 10, 2017, the parties to both the *Zhou* and *Kleinfeldt* actions entered into a Memorandum of Understanding ("MOU") to resolve both actions, subject to the negotiation of a written settlement agreement and approval by the federal court in the *Kleinfeldt* matter. On July 16, 2018, the court granted final approval of the settlement and entered judgment in the *Kleinfeldt* matter. In exchange for full releases, the settlement required the Company to implement certain corporate governance reforms and included an award of $250,000 in attorneys' fees to plaintiffs' counsel, all of which was fully funded by the Company's insurers. On August 9, 2018, plaintiff filed a request to voluntarily dismiss the Zhou action, which was entered by the court on August 30, 2018.

Table of Contents

Other Matters

The Company is currently involved in a legal matter with one of its vendors and an outside party. Per the royalty agreement with the vendor, the Company believes that it is fully indemnified in the event of an unfavorable outcome and any potential settlement costs related to the matter would be fully covered by the Company's vendor.

Since August 2016, the SEC has been conducting a non-public investigation to determine whether there have been violations of the federal securities laws relating to the trading of the Company's securities. The Company has fully cooperated with the SEC and has and continues to provide documents in response to subpoenas. The SEC has expressly stated that its document requests should not be construed as an indication that any violation of law has occurred, or as a reflection upon any person, entity, or security. The amount of time needed to resolve this matter is uncertain, and the Company cannot predict the outcome or whether it will face additional governmental inquiries or other actions.

7. STOCKHOLDERS' EQUITY

Authorized Shares

The Company is authorized to issue two classes of capital stock consisting of up to shares of preferred stock, par value, and shares of common stock, par value.

Dividends

The following tables summarize the Company's cash dividend activity during 2018 and 2017 (in thousands, except per share data):

Declaration Date	Per Common Share	Amount	Payment Date
October 21, 2018 (special)	$ 0.18	$2,048	November 23, 2018
October 21, 2018	0.16	1,820	November 23, 2018
July 18, 2018 (special)	0.25	2,844	August 24, 2018
July 18, 2018	0.15	1,707	August 24, 2018
April 17, 2018 (special)	1.76	20,022	May 25, 2018
April 17, 2018	0.14	1,592	May 25, 2018
February 6, 2018	0.13	1,479	March 9, 2018
	$ 2.77	$31,512	

Declaration Date	Per Common Share	Amount	Payment Date
October 30, 2017 (special)	$ 0.15	$1,701	November 24, 2017
October 30, 2017	0.12	1,360	November 24, 2017
July 31, 2017 (special)	0.25	2,833	August 31, 2017
July 31, 2017	0.11	1,246	August 31, 2017
April 24, 2017 (special)	0.35	3,964	May 19, 2017
April 24, 2017	0.10	1,133	May 19, 2017
January 24, 2017 (special)	0.35	3,962	March 3, 2017
January 24, 2017	0.09	1,019	March 3, 2017
	$ 1.52	$17,218	

Declaration and payment of any future dividends on shares of common stock will be at the discretion of the Company's Board of Directors.

Table of Contents

Stock Repurchases

On January 12, 2016, the Board of Directors authorized an increase to the Company's stock repurchase program first approved on July 28, 2015 from $15.0 million to $70.0 million. Repurchases are expected to be executed to the extent that the Company's earnings and cash-on-hand allow, and will be made in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Exchange Act. For all or a portion of the authorized repurchase amount, the Company may enter into one or more plans that are compliant with Rule 10b5-1 of the Exchange Act that are designed to facilitate these purchases. The stock repurchase program does not require the Company to acquire a specific number of shares, and may be suspended from time to time or discontinued. No shares of the Company's common stock were repurchased by the Company during 2018 or 2017. As of December 31, 2018, $32.0 million of the $70.0 million stock repurchase program approved on July 28, 2015 and increased on January 12, 2016 remained available for future purchases, inclusive of related estimated income tax.

Restricted Stock

No stock-based compensation was recognized during 2018. Stock-based compensation expense totaled approximately $35,000 during 2017.

At the Company's annual meeting of stockholders held on April 7, 2016, the Company's stockholders approved the Natural Health Trends Corp. 2016 Equity Incentive Plan (the "2016 Plan") to replace its 2007 Equity Incentive Plan. The 2016 Plan allows for the grant of various equity awards including incentive stock options, non-statutory options, stock, stock units stock appreciation rights and other similar equity-based awards to the Company's employees, officers, non-employee directors, contractors, consultants and advisors of the Company. Up to 2,500,000 shares of the Company's common stock (subject to adjustment under certain circumstances) may be issued pursuant to awards granted. As of December 31, 2018, 2,359,671 shares remained available for issuance under the 2016 Plan.

On February 1, 2018, the Company granted 34,202 shares of restricted common stock under the 2016 Plan to certain employees for the purpose of further aligning their interest with those of its stockholders and settling fiscal 2017 performance incentives totaling $554,000. The shares vest on a quarterly basis over the next three years and are subject to forfeiture in the event of their termination of service to the Company under specified circumstances.

On January 24, 2017, the Company granted 56,260 shares of restricted common stock under the 2016 Plan to certain employees for the purpose of further aligning their interest with those of its stockholders and settling fiscal 2016 performance incentives totaling $1.4 million. The shares vest on a quarterly basis over three years and are subject to forfeiture in the event of the employee's termination of service to the Company under specified circumstances.

The following table summarizes the Company's restricted stock activity under the 2016 Plan:

	Shares	Wtd. Avg. Price at Date of Issuance
Nonvested at December 31, 2016	38,256	$ 34.13
Granted	56,260	25.44
Vested	(35,336)	29.58
Forfeited	(1,148)	28.55
Nonvested at December 31, 2017	58,032	28.59
Granted	34,202	16.19
Vested	(46,748)	26.31

Nonvested at December 31, 2018	45,486	21.61

53

Table of Contents

The following table summarizes the Company’s other restricted stock activity:

	Shares	Wtd. Avg. Price at Date of Issuance
Nonvested at December 31, 2016	22,348	$ 12.15
Vested	(21,930)	12.15
Forfeited	(418)	12.28
Nonvested at December 31, 2017	—	—

Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss by component for 2018 were as follows (in thousands):

	Foreign Currency Translation Adjustment	Unrealized Losses on Available-For-Sale Investments	Total
Balance, December 31, 2017	$ (386)	$ (27)	$(413)
Other comprehensive loss	(831)	(6)	(837)
Balance, December 31, 2018	$ (1,217)	$ (33)	$(1,250)

8. INCOME TAXES

The components of income before income taxes consist of the following (in thousands):

	Year Ended December 31,	
	2018	2017
Domestic	$(3,391)	$(2,965)
Foreign	37,912	46,391
Income before income taxes	$34,521	$43,426

The components of the income tax provision consist of the following (in thousands):

	Year Ended December 31,	
	2018	2017
Current:		
Federal	$1,815	$20,277
State	13	2
Foreign	1,300	1,216
Total current taxes	3,128	21,495
Deferred taxes	358	(1,647)
Income tax provision	$3,486	$19,848

Table of Contents

A reconciliation of the reported income tax provision to the provision that would result from applying the domestic federal statutory tax rate to pretax income is as follows (in thousands):

	Year Ended December 31,	
	2018	2017
Income tax at federal statutory rate	$7,249	$15,200
Effect of permanent differences	346	459
Tax Cut & Jobs Act one-time transition tax	(738)	20,792
Global Intangible Low Taxed Income	3,964	—
Tax Cut & Jobs Act federal rate change	(6)	954
Change in valuation allowance	(9)	(43)
Foreign rate differential	(6,541)	(15,002)
Foreign tax credits	(786)	(2,738)
Other reconciling items	7	226
Income tax provision	$3,486	$19,848

Income before income taxes and the statutory tax rate for each country that materially contributed to the foreign rate differential presented above is as follows (in thousands):

		Year Ended December 31,	
	Statutory Tax Rate	2018	2017
Cayman Islands	—%	$31,560	$39,954
Hong Kong			