

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2021

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  
(State or other jurisdiction of  
incorporation or organization)

59-2705336  
(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 Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	NHTC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required to submit such files). Yes  No

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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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.

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

At October 29, 2021, the number of shares outstanding of the registrant's common stock was 11,422,539 shares.

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**NATURAL HEALTH TRENDS CORP.**  
**Quarterly Report on Form 10-Q**  
**September 30, 2021**

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## FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, in particular “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” includes “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 similar 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 “Part I, Item 1A. Risk Factors” in our most recent Annual Report on Form 10-K, which includes the following:

- 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;
  - Epidemics, such as the COVID-19 pandemic, or natural disasters, terrorist attacks or acts of war may seriously harm our business;
  - Our Hong Kong operations are being adversely affected by recent political and social developments in Hong Kong, and the negative impact on our operations and financial performance could continue or intensify;
  - We experienced negative operating cash flows during the year ended December 31, 2019, and only modest positive operating cash flows during the year ended December 31, 2020. Unless our operating cash flows improve, this negative financial performance could have a material adverse effect on our business and our stock price;
  - Adverse publicity associated with our products, ingredients or network marketing program, or those of similar companies, could harm our financial condition and operating results;
  - We are subject to risks relating to product concentration and lack of revenue diversification;
  - The high level of competition in our industry could adversely affect our business;
  - Failure of new products to gain member and market acceptance could harm our business;
  - We rely on a limited number of independent third parties to manufacture and supply our products;
  - Growth may be impeded by the political and economic risks of entering and operating in foreign markets;
  - Failure to maintain effective internal controls in accordance with the Sarbanes-Oxley Act of 2002 could negatively impact our business and the market price of our stock;
  - We could be adversely affected by management changes or an inability to attract and retain key management, directors and consultants;
  - Our recent loss of a significant number of members is adversely affecting our business, and if we cannot stabilize or increase the number of members our business could be further negatively impacted;
  - Although virtually all of our members are independent contractors, improper member actions that violate laws or regulations could harm our business;
  - An increase in the amount of compensation paid to members would reduce profitability;
  - 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 business in China is 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;
  - Changes in government trade and economic policies, including the imposition or threatened imposition of tariffs and other restrictive trade policies, and ongoing political and economic 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;
  - 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;
  - Challenges by third parties to the legality of our business operations could harm our business;
  - We are currently involved in, and may in the future face, lawsuits, claims, and governmental proceedings and inquiries that could harm our business;
  - Currency exchange rate fluctuations could lower our revenue and net income;
  - Changes in tax or duty laws, and unanticipated tax or duty liabilities, could adversely affect our net income;
  - Transfer pricing regulations affect our business and results of 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;
  - New regulations governing the marketing and sale of nutritional supplements could harm our business;
  - Regulations governing the production and marketing of our personal care products could harm our business;
  - If we are found not to be in compliance with good manufacturing practices our operations could be harmed;
  - Failure to comply with domestic and foreign laws and regulations governing product claims and advertising could harm our business;
  - We are subject to anti-bribery laws, including the U.S. Foreign Corrupt Practices Act;
  - We do not have a comprehensive product liability insurance program and product liability claims could hurt our business;
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- We may be unable to protect or use our intellectual property rights;
- We rely on and are subject to risks associated with our reliance upon information technology systems;
- System disruptions or failures, cybersecurity risks, and compromises of data could harm our business;
- 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;
- Our common stock is particularly subject to volatility because of the industry and markets in which we operate; and
- 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.

Additional factors that could cause actual results to differ materially from our forward-looking statements are set forth in this report, including under the headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in our financial statements and the related notes.

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## PART I - FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
(In Thousands, Except Share Data)

	September 30, 2021 (Unaudited)	December 31, 2020
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 84,640	\$ 92,367
Inventories	4,390	3,779
Other current assets	4,386	3,595
Total current assets	93,416	99,741
Property and equipment, net	463	539
Operating lease right-of-use assets	3,339	3,745
Restricted cash	524	525
Deferred tax asset	660	731
Other assets	574	661
Total assets	<u>\$ 98,976</u>	<u>\$ 105,942</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 879	\$ 580
Income taxes payable	1,844	1,481
Accrued commissions	3,441	3,496
Other accrued expenses	1,758	1,922
Deferred revenue	6,038	3,091
Amounts held in eWallets	6,756	8,503
Operating lease liabilities	1,304	1,163
Other current liabilities	847	1,270
Total current liabilities	22,867	21,506
Income taxes payable	12,130	13,748
Deferred tax liability	215	216
Operating lease liabilities	2,209	2,775
Total liabilities	37,421	38,245
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.001 par value; 50,000,000 shares authorized; 12,979,414 shares issued at September 30, 2021 and December 31, 2020	13	13
Additional paid-in capital	86,102	86,102
Retained earnings	1,820	7,822
Accumulated other comprehensive loss	(476)	(336)
Treasury stock, at cost; 1,556,875 shares at September 30, 2021 and December 31, 2020	(25,904)	(25,904)
Total stockholders' equity	61,555	67,697
Total liabilities and stockholders' equity	<u>\$ 98,976</u>	<u>\$ 105,942</u>

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**  
**(In Thousands, Except Per Share Data)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net sales	\$ 14,276	\$ 14,124	\$ 43,897	\$ 45,476
Cost of sales	3,668	3,635	10,857	12,966
Gross profit	10,608	10,489	33,040	32,510
Operating expenses:				
Commissions expense	6,027	5,620	18,468	19,336
Selling, general and administrative expenses	4,102	4,201	13,488	13,771
Total operating expenses	10,129	9,821	31,956	33,107
Income (loss) from operations	479	668	1,084	(597)
Other income (expense), net	(53)	385	(92)	603
Income before income taxes	426	1,053	992	6
Income tax provision (benefit)	(45)	418	139	(90)
Net income	\$ 471	\$ 635	\$ 853	\$ 96
Net income per common share:				
Basic	\$ 0.04	\$ 0.06	\$ 0.08	\$ 0.01
Diluted	\$ 0.04	\$ 0.06	\$ 0.07	\$ 0.01
Weighted average common shares outstanding:				
Basic	11,063	10,678	10,969	10,581
Diluted	11,424	11,424	11,424	11,424

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**  
**(In Thousands)**

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Net income	\$ 471	\$ 635	\$ 853	\$ 96
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(72)	493	(158)	355
Unrealized gains (losses) on available-for-sale securities	9	(2)	18	16
Comprehensive income	<u>\$ 408</u>	<u>\$ 1,126</u>	<u>\$ 713</u>	<u>\$ 467</u>

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)**  
(In Thousands, Except Share Data)

Nine months ended September 30, 2021

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock		Total
	Shares	Amount	Shares	Amount				Shares	Amount	
BALANCE, December 31, 2020	—	\$ —	12,979,414	\$ 13	\$ 86,102	\$ 7,822	\$ (336)	(1,556,875)	\$ (25,904)	\$ 67,697
Net income	—	—	—	—	—	153	—	—	—	153
Dividends declared, \$0.20/share	—	—	—	—	—	(2,285)	—	—	—	(2,285)
Foreign currency translation adjustments	—	—	—	—	—	—	(182)	—	—	(182)
Unrealized losses on available-for-sale securities	—	—	—	—	—	—	(7)	—	—	(7)
BALANCE, March 31, 2021	—	—	12,979,414	13	86,102	5,690	(525)	(1,556,875)	(25,904)	65,376
Net income	—	—	—	—	—	229	—	—	—	229
Dividends declared, \$0.20/share	—	—	—	—	—	(2,285)	—	—	—	(2,285)
Foreign currency translation adjustments	—	—	—	—	—	—	96	—	—	96
Unrealized gains on available-for-sale securities	—	—	—	—	—	—	16	—	—	16
BALANCE, June 30, 2021	—	—	12,979,414	13	86,102	3,634	(413)	(1,556,875)	(25,904)	63,432
Net income	—	—	—	—	—	471	—	—	—	471
Dividends declared, \$0.20/share	—	—	—	—	—	(2,285)	—	—	—	(2,285)
Foreign currency translation adjustments	—	—	—	—	—	—	(72)	—	—	(72)
Unrealized gains on available-for-sale securities	—	—	—	—	—	—	9	—	—	9
BALANCE, September 30, 2021	—	\$ —	12,979,414	\$ 13	\$ 86,102	\$ 1,820	\$ (476)	(1,556,875)	\$ (25,904)	\$ 61,555

Nine months ended September 30, 2020

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock		Total
	Shares	Amount	Shares	Amount				Shares	Amount	
BALANCE, December 31, 2019	—	\$ —	12,979,414	\$ 13	\$ 86,102	\$ 16,117	\$ (1,264)	(1,556,875)	\$ (25,904)	\$ 75,064
Net loss	—	—	—	—	—	(573)	—	—	—	(573)
Dividends declared, \$0.20/share	—	—	—	—	—	(2,285)	—	—	—	(2,285)
Foreign currency translation adjustments	—	—	—	—	—	—	(222)	—	—	(222)
Unrealized losses on available-for-sale securities	—	—	—	—	—	—	(87)	—	—	(87)
BALANCE, March 31, 2020	—	—	12,979,414	13	86,102	13,259	(1,573)	(1,556,875)	(25,904)	71,897
Net income	—	—	—	—	—	34	—	—	—	34
Dividends declared, \$0.20/share	—	—	—	—	—	(2,285)	—	—	—	(2,285)
Foreign currency translation adjustments	—	—	—	—	—	—	84	—	—	84
Unrealized gains on available-for-sale securities	—	—	—	—	—	—	105	—	—	105
BALANCE, June 30, 2020	—	—	12,979,414	13	86,102	11,008	(1,384)	(1,556,875)	(25,904)	69,835
Net income	—	—	—	—	—	635	—	—	—	635
Dividends declared, \$0.20/share	—	—	—	—	—	(2,285)	—	—	—	(2,285)
Foreign currency translation adjustments	—	—	—	—	—	—	493	—	—	493
Unrealized losses on available-for-sale securities	—	—	—	—	—	—	(2)	—	—	(2)
BALANCE, September 30, 2020	—	\$ —	12,979,414	\$ 13	\$ 86,102	\$ 9,358	\$ (893)	(1,556,875)	\$ (25,904)	\$ 68,676

See accompanying notes to consolidated financial statements.



**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**(In Thousands)**

	Nine Months Ended September 30,	
	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 853	\$ 96
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	237	301
Noncash lease expense	895	1,199
Deferred income taxes	66	979
Changes in assets and liabilities:		
Inventories	(675)	2,193
Other current assets	(823)	923
Other assets	65	120
Accounts payable	300	206
Income taxes payable	(1,253)	(1,790)
Accrued commissions	29	136
Other accrued expenses	(157)	(598)
Deferred revenue	2,973	(1,045)
Amounts held in eWallets	(1,716)	(3,163)
Operating lease liabilities	(935)	(1,120)
Other current liabilities	(416)	33
Net cash used in operating activities	(557)	(1,530)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(165)	(147)
Net cash used in investing activities	(165)	(147)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Dividends paid	(6,855)	(6,855)
Net cash used in financing activities	(6,855)	(6,855)
Effect of exchange rates on cash, cash equivalents and restricted cash	(151)	413
Net decrease in cash, cash equivalents and restricted cash	(7,728)	(8,119)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	92,892	99,425
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	\$ 85,164	\$ 91,306
<b>SUPPLEMENTAL DISCLOSURES OF OTHER CASH FLOW INFORMATION:</b>		
Right-of-use assets obtained in exchange for operating lease liabilities	\$ 516	\$ 2,724

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**1. NATURE OF OPERATIONS, BASIS OF PRESENTATION AND CONSOLIDATION**

*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.

*Basis of Presentation*

The unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. As a result, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. In the opinion of management, the accompanying unaudited interim consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, considered necessary for a fair statement of the Company’s financial information for the interim periods presented. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for the fiscal year. These consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company’s 2020 Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (SEC) on February 26, 2021.

*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 income taxes payable balances have been reclassified in the prior year consolidated statement of cash flows to conform to current year presentation.

*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, if any, is assumed to be used to repurchase shares.

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):

	Three Months Ended September 30,					
	2021			2020		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
<b>Basic net income per common share:</b>						
Net income available to common stockholders	\$ 471	11,063	\$ 0.04	\$ 635	10,678	\$ 0.06
<b>Effect of dilutive securities:</b>						
Non-vested restricted stock	—	361		—	746	
<b>Diluted net income per common share:</b>						
Net income available to common stockholders plus assumed conversions	\$ 471	11,424	\$ 0.04	\$ 635	11,424	\$ 0.06
	Nine Months Ended September 30,					
	2021			2020		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
<b>Basic net income per common share:</b>						
Net income available to common stockholders	\$ 853	10,969	\$ 0.08	\$ 96	10,581	\$ 0.01
<b>Effect of dilutive securities:</b>						
Non-vested restricted stock	—	455		—	843	
<b>Diluted net income per common share:</b>						
Net income available to common stockholders plus assumed conversions	\$ 853	11,424	\$ 0.07	\$ 96	11,424	\$ 0.01

*Recent Accounting Pronouncements*

In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”)2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which introduced an expected credit loss model for the impairment of financial assets measured at amortized cost basis and added Topic 326 to the FASB ASC. In November 2019, the FASB issued ASU2019-11, *Codification Improvements to Topic 326, Financial Instruments - Credit Losses*. The amendments to ASU2019-11 clarify, correct and make improvements to Topic326. ASU 2016-13 as well as the updates in ASU2019-11 are effective for interim and annual periods beginning after December 15, 2022, and early adoption is permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

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, including any product vouchers sold on a stand-alone basis in Hong Kong, 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 8% of sales. Sales returns were 1% of sales for each of the nine-month periods ended September 30, 2021 and 2020. No material changes in estimates have been recognized during the periods presented. See Note 3 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.

*Deferred Revenue*

The Company primarily receives payment by credit card at the time members place orders. Amounts received for unshipped product orders and unredeemed product vouchers are considered a contract liability and are recorded as deferred revenue. The increase in deferred revenue from December 31, 2020 to September 30, 2021 is primarily due to \$4.0 million of cash received for unshipped product orders and unredeemed vouchers offset by \$1.0 million of revenue recognized during the nine months ended September 30, 2021 that was included in deferred revenue as of December 31, 2020. See Note 3 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 consumers through an e-commerce retail platform and the Russia and Kazakhstan market where the Company operates through an engagement of a third-party service provider. See Note 11 for revenue by market information.

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The Company's net sales by product and service are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Product sales	\$ 12,809	\$ 12,023	\$ 39,405	\$ 41,234
Administrative fees, freight and other	1,524	2,316	4,777	4,854
Less: sales returns	(57)	(215)	(285)	(612)
Total net sales	<u>\$ 14,276</u>	<u>\$ 14,124</u>	<u>\$ 43,897</u>	<u>\$ 45,476</u>

*Concentration*

No single market other than Hong Kong had net sales greater than 10% of total net sales. Sales are made to the Company's members and no single customer accounted for 10% or more of net sales for the three and nine months ended September 30, 2021 and 2020. 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.

*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 have been 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. BALANCE SHEET COMPONENTS

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

	<u>September 30, 2021</u>	<u>December 31, 2020</u>
Cash, cash equivalents and restricted cash:		
Cash	\$ 18,091	\$ 23,977
Cash equivalents	66,549	68,390
	84,640	92,367
Restricted cash	524	525
	<u>\$ 85,164</u>	<u>\$ 92,892</u>
Inventories:		
Finished goods	\$ 3,851	\$ 3,071
Raw materials	602	1,047
Reserve for obsolescence	(63)	(339)
	<u>\$ 4,390</u>	<u>\$ 3,779</u>
Other accrued expenses:		
Sales returns	\$ 127	\$ 189
Employee-related expense	917	1,149
Warehousing, inventory-related and other	714	584
	<u>\$ 1,758</u>	<u>\$ 1,922</u>
Deferred revenue:		
Unshipped product and unredeemed product vouchers	\$ 4,023	\$ 1,005
Auto ship advances	1,909	1,977
Other	106	109
	<u>\$ 6,038</u>	<u>\$ 3,091</u>

### 4. FAIR VALUE MEASUREMENTS

As of September 30, 2021, cash and cash equivalents include the Company's investments in money market funds, government and municipal debt securities, and corporate debt securities. The Company considers all highly liquid investments with original maturities of three months or less when purchased and have insignificant interest rate risk to be cash equivalents. Debt securities classified as cash equivalents are required to be accounted for in accordance with the FASB Accounting Standards Codification ("ASC") 320, *Investments - Debt and Equity Securities*. As such, the Company determined its investments in debt securities held at September 30, 2021 should be classified as available-for-sale and are carried at fair value with unrealized gains and losses reported 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 (expense). Realized gains and losses, as well as interest income, are also included in other income (expense). The fair values of securities are based on quoted market prices to the extent available or alternative pricing sources and models utilizing market observable inputs.

The carrying amounts of the Company's financial instruments, including cash 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.

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Investments by significant category included in cash equivalents at the end of each period were as follows (in thousands):

	Fair Value Level <sup>1</sup>	September 30, 2021			December 31, 2020		
		Adjusted Cost	Gross Unrealized Gains (Losses)	Fair Value	Adjusted Cost	Gross Unrealized Losses	Fair Value
Money market funds	Level 1	\$ 37,534	\$ —	\$ 37,534	\$ 21,042	\$ —	\$ 21,042
Time deposits	Level 2	—	—	—	5,458	—	5,458
Government and municipal debt securities	Level 2	11,849	(1)	11,848	30,280	(5)	30,275
Corporate debt securities	Level 2	17,159	8	17,167	11,621	(6)	11,615
<b>Total investments</b>		<b>\$ 66,542</b>	<b>\$ 7</b>	<b>\$ 66,549</b>	<b>\$ 68,401</b>	<b>\$ (11)</b>	<b>\$ 68,390</b>

<sup>1</sup> 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.

## 5. LEASES

The Company leases 7,300 square feet of office space in Hong Kong and 4,900 square feet of office space in Rolling Hills Estates, California for its corporate staff. In June 2020, the Company extended the Rolling Hills Estates office lease for an additional five years with a term now expiring in September 2030. Effective July 1, 2020, the Company modified the terms of its largest Hong Kong office lease resulting in a lease extension through June 2023. To help further develop the market for its products in North America, the Company leases 1,600 square feet of retail space in each of Rowland Heights, California and Richmond, British Columbia and 2,000 square feet of retail space in Metuchen, New Jersey. The Rowland Heights, Richmond and Metuchen locations have terms expiring in November 2025, February 2024, and November 2022, respectively.

The Company leases eight branch offices throughout China, and additional office space in Peru, Japan, Taiwan, South Korea, Singapore, Malaysia, Vietnam, Indonesia, Thailand, India, and the Cayman Islands. The Company also leases a factory in Zhongshan, China. The Company contracts with third parties for fulfillment and distribution operations in all of its international markets. None of the Company's third party logistics contracts contain a lease as the Company does not have the right to access the warehouses or move its inventories at will.

The components of lease cost for the three and nine months ended September 30, 2021 and 2020 were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Operating leases	\$ 338	\$ 377	\$ 996	\$ 1,292
Short-term leases	44	72	133	237
<b>Total lease cost</b>	<b>\$ 382</b>	<b>\$ 449</b>	<b>\$ 1,129</b>	<b>\$ 1,529</b>

Cash paid for amounts included in the measurement of operating leases liabilities was \$27,000 and \$342,000 for the three months ended September 30, 2021 and 2020, respectively, and \$1.0 million and \$1.2 million for the nine months ended September 30, 2021 and 2020, respectively.

The weighted-average remaining lease term and discount rate related to operating leases as of September 30, 2021 were as follows:

Weighted-average remaining lease term (in years)	5.1
Weighted-average discount rate	3.3%

As most of our leases do not provide an implicit rate, the Company used its incremental borrowing rate, or the rate of each of its subsidiaries if available, based on the information available at the lease commencement date to determine the present value of lease payments.

The annual scheduled lease payments of our operating lease liabilities as of September 30, 2021 were as follows (in thousands):

Remainder of 2021	\$	327
2022		1,303
2023		675
2024		272
2025		261
Thereafter		990
Total lease payments	\$	3,828
Less: imputed interest		(315)
Present value of lease liabilities	\$	3,513

For all asset classes, the Company elected not to recognize assets or liabilities at the acquisition date for leases that, at the acquisition date, have a remaining lease term of 12 months or less. Additionally, for all asset classes, the Company chosenot to separate nonlease components from lease components and instead account for the combined lease and nonlease components associated with that lease component as a single lease component.

## 6. INCOME TAXES

The effective income tax rate for the three and nine months ended September 30, 2021 includes an estimate for the Global Intangible Low-Taxed Income (“GILTI”) inclusion. As of September 30, 2021, the Company does not have a valuation allowance against its U.S. deferred tax assets. The Company analyzed all sources of available income and determined that they are more likely than not to realize the tax benefits of their deferred assets. As of September 30, 2021, the Company has a valuation allowance against deferred tax assets in certain foreign jurisdictions with an overall net operating 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.

As of September 30, 2021, the Company has U.S. federal net operating losses of \$603,000 generated in the tax year ended December 31, 2020 available to offset taxable income. The Company intends to carry back those losses to the year ended December 31, 2016, as there is sufficient income in the 2016 tax year to utilize the losses. The Company has post-apportioned U.S. state net operating loss carryforwards of \$427,000 that begin expiring in 2039. At September 30, 2021, the Company has foreign net operating loss carryforwards of approximately \$2.8 million in various jurisdictions with various expirations.

As a result of capital return activities, the Company determined that a portion of its current undistributed foreign earnings is no longer deemed reinvested indefinitely by its non-U.S. subsidiaries. For state income tax purposes, the Company will continue to periodically reassess the needs of its foreign subsidiaries and update its indefinite reinvestment assertion as necessary. To the extent that additional foreign earnings are not deemed permanently reinvested, the Company expects to recognize additional income tax provision at the applicable state corporate income tax rate(s). As of September 30, 2021, the Company has not recorded a state deferred tax liability for earnings that the Company plans to repatriate out of accumulated earnings in future periods because all earnings as of September 30, 2021 have already been repatriated. Due to the U.S. Tax Cuts and Jobs Act in 2017, repatriation from foreign subsidiaries will be offset with a dividends received deduction, resulting in little to no impact on federal tax expense. All undistributed earnings in excess of 50% of current earnings on an annual basis are intended to be reinvested indefinitely as of September 30, 2021.

The Company and its subsidiaries file tax returns in the United States, California, New Jersey, Texas and various foreign jurisdictions. During the fourth quarter of 2018, the Company was notified that it was selected for audit of the 2016 tax year by the U.S. Internal Revenue Service (the “IRS”). The audit was subsequently expanded to also include the 2017, 2018 and 2019 tax years. On October 12, 2021, the Company received notification from the IRS that it had completed the audit process for all tax years with no changes made to the Company’s previously reported tax. The Company is no longer subject to state income tax examinations for years prior to 2015. No other jurisdictions are currently examining any income tax returns of the Company.

## 7. COMMITMENTS AND CONTINGENCIES

The SEC conducted a non-public investigation since August 2016 to determine whether there had been violations of the federal securities laws relating to the trading of the Company’s securities and/or its public disclosures. On September 30, 2021, the Company was notified by the SEC that it had concluded its investigation and does not intend to recommend an enforcement action.

## 8. STOCK-BASED INCENTIVE PLANS

### *Restricted Stock*

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. At September 30, 2021, 1,219,583 shares remained available for issuance under the 2016 Plan.

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, 2020	566,272	\$ 7.21
Vested	(285,024)	\$ 7.27
Nonvested at September 30, 2021	<u>281,248</u>	<u>\$ 7.14</u>

### *Phantom Equity*

On March 15, 2021, the Company’s Board of Directors approved and adopted a Phantom Equity Plan (the “Phantom Plan”). Under the terms of the Phantom Plan, the Compensation Committee may grant to the Company’s employees, officers, directors, contractors, consultants, or advisors awards of phantom shares entitling grantees the right to receive a cash payment equal to the fair market value of an equal number of shares of the Company’s common stock upon the close of a vesting period, subject to any maximum payment value that the Compensation Committee may set. The vesting of phantom shares is subject to such vesting conditions as the Compensation Committee may specify in a grantee’s award agreement. Grantees of phantom shares shall not by virtue of their receipt of phantom shares have any ownership rights in shares of the Company’s common stock. The Phantom Plan shall continue for a period of ten years, after which no further phantom shares may be awarded (although any phantom shares awarded prior to the expiration of such 10-year period shall be unaffected by the termination of the Phantom Plan).

Also on March 15, 2021, awards for 223,307 phantom shares were granted to the Company’s employees and its non-employee directors. The phantom shares vest in eight equal three-month vesting increments, subject to the satisfaction of both a time-based vesting condition and a performance vesting condition. These vesting conditions were deemed satisfied on the grant date for the initial vesting increment. In order for the time-based vesting condition to be satisfied for each vesting period, the grantee must remain continuously employed by, or be otherwise continuously providing services to, the Company through the end of the vesting period, and in order for the performance vesting condition to be satisfied for each vesting period, the performance criteria designated by the Compensation Committee must be satisfied. The initial performance vesting condition to be applied to measure performance for the period between March 15, 2021 and June 15, 2021 was designated by the Compensation Committee on or before April 14, 2021, and will apply to all future performance periods unless the Compensation Committee elects to change the performance vesting condition on a prospective basis. Future changes to the performance vesting condition shall be made on or before the fifteenth day of any future performance period. If either vesting condition is not satisfied for a vesting date, then the phantom shares scheduled to vest on such date will be forfeited. These phantom shares are subject to a maximum payment value of \$12.00 per phantom share. An additional award with similar vesting conditions for 9,074 phantom shares was granted on May 14, 2021 to the Company’s new non-employee director, while unvested 9,074 phantom shares granted to the Company’s departing non-employee director were forfeited on or about the same date.

The phantom share awards are accounted for as liabilities in accordance with FASB Accounting Standards Codification (“ASC”) Topic 718, *Compensation – Stock Compensation* since they require cash settlement. The grant date of each vesting increment will be established when the Company and the grantees reach a mutual understanding of the key terms and conditions of an award, which is the date upon which each performance vesting condition is communicated to the grantees. Compensation expense is recognized over the requisite service period if it is probable that the performance vesting condition will be achieved. The fair value of the liability incurred is remeasured at the end of each reporting period with any changes in fair value recognized as compensation expense over the requisite service period.

Awards totaling 27,913 and 83,739 phantom shares vested during the three and nine months ended September 30, 2021, respectively, resulting in compensation expense of \$195,000 and \$588,000 during the three and nine months ended September 30, 2021, respectively, related to their cash settlement.



**9. STOCKHOLDERS' EQUITY***Dividends*

The Company declared and paid cash dividends of \$0.20 per common share during each of the first three quarters of 2021, totaling an aggregate of \$6.9 million. Declaration and payment of any future dividends on shares of common stock will be at the sole discretion of the Company's Board of Directors.

*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. As of September 30, 2021, \$21.9 million of the \$70.0 million stock repurchase program remained available for future purchases, inclusive of related estimated income tax.

*Accumulated Other Comprehensive Loss*

The changes in accumulated other comprehensive loss by component for the first nine months of 2021 were as follows (in thousands):

	Foreign Currency Translation Adjustments	Unrealized Gains (Losses) on Available- For-Sale Investments	Total
Balance, December 31, 2020	\$ (325)	\$ (11)	\$ (336)
Other comprehensive income (loss)	(158)	18	(140)
Balance, September 30, 2021	<u>\$ (483)</u>	<u>\$ 7</u>	<u>\$ (476)</u>

**10. RELATED PARTY TRANSACTIONS**

The Company is a party to a Royalty Agreement and License with Broady Health Sciences, L.L.C., a Texas limited liability company, ("BHS") regarding the manufacture and sale of a product called ReStor™. George K. Broady, a former director of the Company and beneficial owner of more than 5% of its outstanding common stock, is an indirect owner of BHS. Brunde E. Broady, a director of the Company and daughter of Mr. Broady, is the President and Chief Executive Officer of BHS. Under this agreement (as amended), the Company agreed to pay BHS a royalty based on a price per unit in return for the right to manufacture (or have manufactured), market, import, export and sell this product worldwide by or through multi-level marketing or network marketing. The Company recognized royalties of \$25,000 and \$14,000 during the three months ended September 30, 2021 and 2020, respectively, and \$44,000 and \$64,000 during the nine months ended September 30, 2021 and 2020, respectively, under this agreement. The Company is not required to purchase any product under the agreement, and the agreement may be terminated under certain circumstances with no notice. The agreement terminates March 31, 2025, after which it shall be automatically renewed for successive one-year terms unless notice is given by either party at least 90 days in advance of the expiration of the then-current term.

## 11. SEGMENT INFORMATION

The Company sells products to a member network that operates in a seamless manner from market to market, except for the China market where it sells to some consumers through an e-commerce platform, and the Russia and Kazakhstan market where the Company's engagement of a third-party service provider results in a different economic structure than its other markets. Otherwise, the Company believes that all of its other operating segments have similar economic characteristics and are similar in the nature of the products sold, the product acquisition process, the types of customers products are sold to, the methods used to distribute the products, and the nature of the regulatory environment. Therefore, the Company aggregates its other operating segments (including its Hong Kong operating segment) into a single reporting segment (the "Primary Reporting Segment").

The Company reviews its net sales and operating income (loss) by operating segment, and reviews its assets and capital expenditures on a consolidated basis and not by operating segment. As such, net sales and operating income (loss) are presented by reportable segment and assets and capital expenditures by operating segment are not presented. Segment operating income is adjusted for certain direct costs and commission allocation.

The Company's operating information by geographic area are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
<b>Net sales:</b>				
Primary Reporting Segment	\$ 13,576	\$ 13,294	\$ 41,679	\$ 42,718
China	501	640	1,596	2,156
Russia and Kazakhstan	199	190	622	602
<b>Total net sales</b>	<b>\$ 14,276</b>	<b>\$ 14,124</b>	<b>\$ 43,897</b>	<b>\$ 45,476</b>
<b>Income (loss) from operations:</b>				
Primary Reporting Segment	\$ 2,558	\$ 2,715	\$ 7,803	\$ 6,038
China	5	134	51	64
Russia and Kazakhstan	5	(59)	(101)	(37)
<b>Income from operations for reportable segments, net</b>	<b>2,568</b>	<b>2,790</b>	<b>7,753</b>	<b>6,065</b>
Unallocated corporate expenses	(2,089)	(2,122)	(6,669)	(6,662)
Other income (expense), net	(53)	385	(92)	603
<b>Income before income taxes</b>	<b>\$ 426</b>	<b>\$ 1,053</b>	<b>\$ 992</b>	<b>\$ 6</b>

The Company's net sales by geographic area are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
<b>Net sales from external customers:</b>				
United States	\$ 279	\$ 338	\$ 918	\$ 1,202
Canada	140	132	481	536
Peru	608	357	1,752	954
Hong Kong <sup>1</sup>	11,201	11,132	34,227	36,238
China	501	640	1,596	2,156
Taiwan	584	771	1,990	2,261
South Korea	51	52	202	220
Russia and Kazakhstan	199	190	622	602
Europe	258	259	869	747
Other foreign countries	455	253	1,240	560
<b>Total net sales</b>	<b>\$ 14,276</b>	<b>\$ 14,124</b>	<b>\$ 43,897</b>	<b>\$ 45,476</b>

<sup>1</sup> 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" in this report and in our most recent Annual Report on Form 10-K.

**12. SUBSEQUENT EVENT**

On November 1, 2021, the Board of Directors declared a quarterly cash dividend of \$0.20 on each share of common stock outstanding. The dividend will be payable on November 26, 2021 to stockholders of record on November 16, 2021. The declaration and payment of any future dividends on shares of common stock will be at the sole discretion of the Company's Board of Directors.

## Item 2. 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.

As of September 30, 2021, we were conducting business through 45,950 active members, compared to 46,860 three months ago and 53,300 a year ago. 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 93% of our net sales from subsidiaries located outside the Americas, with sales of our Hong Kong subsidiary representing 78% of net sales in the latest fiscal quarter. 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 our potential inability to obtain necessary product registrations. We continually evaluate our operations for compliance with applicable laws and regulations, and this process can and has resulted in the identification of certain matters of potential noncompliance, which we work to satisfactorily address. For further information regarding some of the risks associated with the conduct of our business in China and Hong Kong, see "Item 1A. Risk Factors" in this report and see generally in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2020, and more specifically under the captions "Because our Hong Kong operations account for a substantial portion of our overall business...", "Our Hong Kong operations are being adversely affected by recent political and social developments in Hong Kong...", and "Our business in China is 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 platform 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 previously submitted a preliminary application for a direct selling license in China in August 2015, but in 2019 a Chinese governmental authority recommended that we withdraw our application. We understand that the governmental authorities recommended that other companies with pending direct selling license applications also withdraw their applications. We applied to withdraw our application in November 2019, and the governmental authorities approved the withdrawal of our application shortly thereafter. In connection with the withdrawal of our application, we received a refund in March 2020 of a consumer protection fund deposit of CNY 20 million (\$2.9 million) that we made upon the submission of our application. We expect to reapply for a direct selling license in China when we believe that circumstances are again ripe for doing so. If we are ultimately 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.

In January 2019, the Chinese government announced a 100-day campaign focused 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 is not issuing any additional direct selling licenses, is not issuing certifications of quality or other approvals of various healthcare products, and is reviewing its regulatory oversight of the industry. Since it was implemented, the campaign and associated negative media coverage have had a significant adverse impact on our business, as consumers have widely curtailed their purchases within the affected industries. 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 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 as the provincial and local governments formulate and implement their interpretive guidance and rule-making. Although we have recently been able to relax some restrictions on member activities in certain markets, it may again in the future be necessary or advisable to suspend member activities or take similar actions from time to time, and such periods of reduced activity may have a material adverse effect on our business.

Although the 100-day campaign was due to expire on or about April 18, 2019, we are not aware of any information indicating that the campaign has formally concluded. However, on August 27, 2019, the Chinese government announced that it would conduct a “look-back review” to evaluate the 100-day campaign. As part of this review, we understand that various Chinese governmental agencies formed a working group to assess the 100-day campaign, particularly focusing on the health market and its supervision in certain provinces. We understand that during September 2019 the working group evaluated the performance and results of a number of organizations and governmental departments in these provinces and made recommendations for various improvements. It was noted that each province had opened a number of investigative cases, had successfully closed numerous cases, and had imposed various fines and penalties. We understand that the look-back review continued after September 2019, and we are not aware that this review has been completed. As a result, the business environment in China for health product companies continues to be challenging, which has been exacerbated by negative social media sentiment expressed for these types of companies. We believe that the campaign, as well as its extension and aftermath (including the look-back review), will continue to negatively impact our business in China in the near-term, but will ultimately benefit us and Chinese consumers in the long-term as purveyors of substandard products are driven from the market.

In late 2019 or early 2020 an outbreak of COVID-19 was first identified in China and subsequently spread around the world. On March 11, 2020 the World Health Organization declared the COVID-19 outbreak a global pandemic. The outbreak caused the Chinese government to implement powerful measures to control the virus, such as requiring businesses to close throughout various areas of China and restricting public gatherings and certain travel within the country. We have significant business in China and in 2020 generated approximately 79% of our revenue in Hong Kong, substantially all of which was derived from the sale of products to members in China. The Chinese government continues to adjust the restrictive measures that it imposes to control COVID-19 based on then-current local circumstances, as have the governments of the other countries in which we operate. The scope and impact of the pandemic and related control measures are uncertain, but we have taken steps to adapt some of our marketing programs, such as relying on certain product promotions and webcast training, to overcome the physical restrictions imposed in response to the pandemic. We have also canceled or rescheduled a number of in-person member events over the course of the pandemic. The severity of the impact on us of the COVID-19 pandemic will depend on future developments, including the duration and spread of the virus, and related control measures, which we are unable to accurately predict. Regardless, these disruptions have materially negatively impacted our financial results throughout 2020 and the first nine months of 2021, and we expect that our financial results for the near-term may be adversely affected. For example, in February 2021 several COVID-19 outbreaks caused the Chinese government to abruptly reintroduce restrictions on personal mobility and strongly discourage gathering and travel ahead of the Chinese New Year. These measures effectively lengthened the traditional holiday and reduced the number of working days in the first quarter of 2021, which had a significant short-term effect on the level of our net sales. Further, due to scattered outbreaks of COVID-19 and the Chinese government's imposition of restrictions, the quarter ended September 30, 2021 marked the first quarter since the beginning of the pandemic that we were unable to sponsor any in-person member events in China, Macau or Hong Kong, which we believe also had a negative effect on net sales. The disruptions associated with the COVID-19 pandemic have also adversely affected the operations of some of our third-party logistics providers, and we expect that the future operations of these logistics providers and other third parties with whom we work may be adversely affected by these disruptions. We will continue to assess the operational and financial impact of the COVID-19 pandemic. See “Item 1A. Risk Factors - Epidemics, such as the COVID-19 pandemic, or natural disasters, terrorist attacks or acts of war...” in our most recent Annual Report on Form 10-K.

Recent political and social developments in Hong Kong, along with the impact of the COVID-19 pandemic and related government control measures, are also adversely affecting our Hong Kong operations and recently led us to cease conducting in-person member events in Hong Kong. Inasmuch as in-person member events in Hong Kong have in the past served as an important component of our product marketing and distribution efforts, we believe that this action has negatively affected our operations and financial performance. If current conditions continue or further deteriorate, we anticipate that our business, financial condition and results of operations will be adversely affected. See “Item 1A. Risk Factors - Our Hong Kong operations are being adversely affected by recent political and social developments in Hong Kong...” in our most recent Annual Report on Form 10-K.

Although the recently enacted tariffs and the trade disputes between the United States and China have not materially impacted our business to date, they may have negatively impacted the value of the Chinese yuan. For example, the value of the Chinese yuan relative to that of the U.S. dollar decreased during much of 2018 and 2019, which we believe negatively affected our Hong Kong revenues because the prices at which our Chinese members could purchase our products was effectively increased. In the event that political and trade tensions involving the United States, China and Hong Kong continue or intensify, our business could be negatively impacted in the future. For more information, see “Item 1A. Risk Factors,” and more specifically under the caption “Risk Factors - Changes in government trade and economic policies...” in our most recent Annual Report on Form 10-K.

Our Hong Kong net sales (substantially all of which were derived from products shipped to members residing in China) for the first nine months of 2021 were lower than the comparable period in 2020. The decline in net sales during the first nine months of 2021 resulted in modest income from operations for the period, as well as negative cash flows from operations. We anticipate that our financial performance for the near-term may continue to be adversely impacted.

#### **Statement of Operations 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.

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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 the first nine months of 2021 and 2020, represented 42% and 43% of net sales, respectively. 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 stockholders' equity.

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.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	25.7	25.7	24.7	28.5
Gross profit	74.3	74.3	75.3	71.5
Operating expenses:				
Commissions expense	42.2	39.8	42.1	42.5
Selling, general and administrative expenses	28.7	29.7	30.7	30.3
Total operating expenses	70.9	69.5	72.8	72.8
Income (loss) from operations	3.4	4.8	2.5	(1.3)
Other income (expense), net	(0.4)	2.7	(0.2)	1.3
Income before income taxes	3.0	7.5	2.3	0.0
Income tax provision (benefit)	(0.3)	3.0	0.3	(0.2)
Net income	3.3%	4.5%	2.0%	0.2%

### Net Sales

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

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2021		2020		2021		2020	
Americas <sup>1</sup>	\$ 1,027	7.2%	\$ 827	5.9%	\$ 3,151	7.2%	\$ 2,692	5.9%
Hong Kong <sup>2</sup>	11,201	78.4	11,132	78.8	34,227	78.0	36,238	79.7
China	501	3.5	640	4.5	1,596	3.6	2,156	4.8
Taiwan	584	4.1	771	5.5	1,990	4.5	2,261	5.0
South Korea	51	0.4	52	0.4	202	0.5	220	0.5
Japan	204	1.4	70	0.5	540	1.2	184	0.4
Singapore	8	0.1	19	0.1	31	0.1	55	0.1
Malaysia	112	0.8	111	0.8	295	0.7	198	0.4
Russia and Kazakhstan	199	1.4	190	1.3	622	1.4	602	1.3
Europe	258	1.8	259	1.8	869	2.0	747	1.6
India	131	0.9	53	0.4	374	0.8	123	0.3
Total	<u>\$ 14,276</u>	<u>100.0%</u>	<u>\$ 14,124</u>	<u>100.0%</u>	<u>\$ 43,897</u>	<u>100.0%</u>	<u>\$ 45,476</u>	<u>100.0%</u>

<sup>1</sup> United States, Canada, Mexico and Peru

<sup>2</sup> 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" in this report and in our most recent Annual Report on Form 10-K.

Net sales were \$14.3 million for the three months ended September 30, 2021 compared with \$14.1 million for the comparable period a year ago, an increase of \$152,000, or 1%. Hong Kong net sales, substantially all of which were derived from the sale of products shipped to members residing in China, increased \$69,000, or 1%, over the comparable period a year ago. The overall increase in Hong Kong net sales was mitigated due to the recognition of lower administrative fees in the current-year quarter, as compared to the prior year quarter. Notwithstanding the increase in Hong Kong net sales, we believe that our net sales continue to be negatively impacted by scattered outbreaks of COVID-19 in China and the Chinese government's imposition of related measures to control the virus, including the required closure of some businesses and restrictions on public gatherings and travel. For example, the current-year quarter marks the first quarter since the beginning of the COVID-19 pandemic that we were unable to sponsor any in-person member events in China, Macau or Hong Kong. Clearly, the operating environment for our business in China remains restrictive. Outside of our Hong Kong business, net sales increased \$83,000, or 3%, over the comparable three-month period a year ago.

Net sales were \$43.9 million for the nine months ended September 30, 2021 compared with \$45.5 million for the comparable period a year ago, a decrease of \$1.6 million, or 3%. The overall decrease in our Hong Kong net sales primarily resulted from the increase in deferred revenue, as unshipped product orders and unredeemed product vouchers increased \$3.0 million from December 31, 2020, while unshipped product orders and unredeemed product vouchers decreased \$993,000 during the comparable period in the prior year. Outside of our Hong Kong business, net sales increased \$432,000, or 5%, over the comparable nine-month period a year ago. As of September 30, 2021, deferred revenue was \$6.0 million, which primarily consisted of \$4.0 million pertaining to unshipped product orders and unredeemed product vouchers, as well as \$1.9 million in auto ship advances.

### Gross Profit

Gross profit was 74.3% of net sales for each of the three months ended September 30, 2021 and 2020. Gross profit was 75.3% of net sales for the nine months ended September 30, 2021 compared with 71.5% of net sales for the nine months ended September 30, 2020. Excluding the impact of administrative fee revenue referred to above, gross profit for both the third quarter and for the first nine months of 2021 increased as compared to the comparable periods in the prior year due to lower logistics costs and fewer product promotions.

### Commissions Expense

Commissions were 42.2% of net sales for the three months ended September 30, 2021 compared with 39.8% of net sales for the three months ended September 30, 2020, and 42.1% of net sales for the nine months ended September 30, 2021 compared with 42.5% of net sales for the nine months ended September 30, 2020. Excluding the impact of administrative fee revenue referred to above, commissions as a percentage of net sales for both the third quarter and for the first nine months of 2021 decreased slightly as compared to the comparable periods in the prior year.

### Selling, General and Administrative Expenses

Selling, general and administrative expenses of \$4.1 million for the three months ended September 30, 2021 were relatively consistent with \$4.2 million in the same period a year ago. For the nine months ended September 30, 2021, selling, general and administrative expenses were \$13.5 million compared with \$13.8 million for the comparable period a year ago. The decrease in selling, general and administrative expenses during the first nine months of 2021 as compared to the comparable period in the prior year is primarily due to lower professional fees and lease costs offset by higher employee-related costs and event costs, as we held our first major event in June 2021 since the initial COVID-19 outbreak.



*Income Taxes*

An income tax benefit of \$45,000 and an income tax provision of \$418,000 was recognized during the three months ended September 30, 2021 and 2020, respectively. The tax benefit during the three months ended September 30, 2021 primarily resulted from income tax benefits recognized for return to provision true-ups related to the year ended December 31, 2020, as well as the permanent benefit recognized for carrying back net operating losses generated from the year ended December 31, 2020 to the year ended December 31, 2016. An income tax provision of \$139,000 and an income tax benefit of \$90,000 was recognized during the nine months ended September 30, 2021 and 2020, respectively. The tax benefit during the first nine months of 2020 resulted primarily from a \$512,000 deferred tax asset adjustment necessary to reflect the net operating losses arising from the 2019 tax year, which is due to the U.S. Coronavirus Aid, Relief, and Economic Security ("CARES") Act enacted in March 2020 and which were carried back in August 2020 to offset taxable income in tax year 2016.

**Liquidity and Capital Resources**

At September 30, 2021, our cash and cash equivalents totaled \$84.6 million. Total cash and cash equivalents decreased by \$7.7 million from December 31, 2020 to September 30, 2021, primarily due to the dividends paid during the first nine months of 2021. We consider all highly liquid investments with original maturities of three months or less, when purchased, to be cash equivalents. As of September 30, 2021, we had \$66.5 million in available-for-sale investments classified as cash equivalents. In addition, cash and cash equivalents included \$3.8 million held in banks located within China subject to foreign currency controls. In April 2021, the Company adjusted the registered capital of its primary Chinese subsidiary and repatriated \$9.0 million from China.

As of September 30, 2021, the ratio of current assets to current liabilities was 4.1 to 1.00 and we had \$70.5 million of working capital. Working capital as of September 30, 2021 decreased \$7.7 million compared to our working capital as of December 31, 2020.

Cash used in operations was \$557,000 for the first nine months of 2021, compared with cash used in operations of \$1.5 million in the comparable period of 2020. The improvement in operating cash flows resulted primarily from improved profitability during 2021.

Cash flows used in investing activities totaled \$165,000 and \$147,000 during the first nine months of 2021 and 2020, respectively.

Cash flows used in financing activities during the first nine months of 2021 and 2020 consisted solely of quarterly dividend payments of \$0.20 per common share, totaling \$6.9 million in each period. Subsequent to September 30, 2021, on November 1, 2021, the Board of Directors declared another quarterly cash dividend of \$0.20 on each share of common stock outstanding. The dividend will be payable on November 26, 2021 to stockholders of record on November 16, 2021. We expect to continue paying a quarterly cash dividend of \$0.20 on each share of common stock outstanding for the foreseeable future. However, any future cash dividends will be at the sole discretion of the Company's Board of Directors, and will depend on our results of operations, financial condition, capital requirements and other factors considered relevant by the Board of Directors.

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 are 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. As of September 30, 2021, \$21.9 million of the \$70.0 million stock repurchase program remained available for future purchases, inclusive of related estimated income tax.

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.

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 we 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 prospective China direct selling license application.

### **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 our Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (SEC) on February 26, 2021. 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, including product vouchers sold on a stand-alone basis in Hong Kong, 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 orders and unredeemed product vouchers are recorded as deferred revenue. Such amounts totaled \$4.0 million and \$1.0 million at September 30, 2021 and December 31, 2020, 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 \$2.0 million at September 30, 2021 and December 31, 2020, respectively.

*Commissions Expense.* 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 \$3.4 million and \$3.5 million at September 30, 2021 and December 31, 2020, 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 September 30, 2021, 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. 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. 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. 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 September 30, 2021, we have not recorded a state deferred tax liability for earnings to be repatriated in the future because all earnings as of September 30, 2021 have already been repatriated. All undistributed earnings in excess of 50% of current earnings on an annual basis are intended to be reinvested indefinitely as of September 30, 2021.

The U.S. Coronavirus Aid, Relief, and Economic Security (“CARES”) Act was enacted on March 27, 2020. The CARES Act was enacted to provide tax relief to companies impacted by the COVID-19 pandemic. In addition to other broad changes, the CARES Act allowed for a 5-year carryback period for net operating losses arising in tax years beginning after 2017 and before 2021, effectively taking advantage of differences in tax rate as a result of enactment of the Tax Act. We booked a tax benefit of \$512,000 during 2020 due to the net operating loss generated in the taxable year ended December 31, 2019. We booked a tax benefit of \$84,000 during 2021 due to the net operating loss generated in the taxable year ended December 31, 2020 for the rate differential resulting from the carryback.

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. The Company’s effective tax rate projected for the year ending December 31, 2021 differs from the year ended December 31, 2020 primarily as a result of the CARES Act.

### **Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable under smaller reporting company disclosure rules.

### **Item 4. CONTROLS AND PROCEDURES**

#### **Disclosure Controls and Procedures**

Management, with the participation of the Company’s principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of September 30, 2021. The Company’s disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to management, including the Company’s principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of September 30, 2021.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in internal control over financial reporting that occurred during the fiscal quarter ended September 30, 2021 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

**PART II — OTHER INFORMATION****Item 1. LEGAL PROCEEDINGS**

None.

**Item 1A. RISK FACTORS**

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2020, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock. There have been no material changes to our risk factors since our Annual Report on Form 10-K for the year ended December 31, 2020, except that we added the following risk factor in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2021:

***Our business is subject to a variety of laws, regulations and other obligations regarding privacy, data protection and information security. Any actual or perceived failure by us or our third-party vendors to comply with such laws, regulations or other obligations could materially adversely affect our business.***

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. We are therefore subject to numerous laws, regulations and other obligations that address privacy, data protection and information security in the various markets in which we conduct business. We are particularly focused on the evolving state of laws and regulations in China applicable to privacy, data protection and information security. Of particular note is that on June 10, 2021, the Standing Committee of the National People's Congress of China promulgated the Data Security Law, which will take effect in September 2021. The Data Security Law imposes data security and privacy obligations on entities and individuals carrying out data activities, and introduces a data classification and hierarchical protection system based on the importance of data in economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, or illegally acquired or used. The Data Security Law also provides for a national security review procedure for data activities that may affect national security and imposes export restrictions on certain data and information.

The interpretation, application and enforcement of privacy, data security and information security laws, regulations and other obligations evolve from time to time and their scope may continually change, through new legislation, amendments to existing legislation and changes in interpretation and enforcement. We have incurred, and will continue to incur, significant expenses in an effort to comply with such laws, regulations and other obligations, as well as related security standards and protocols. Despite our compliance efforts, we may not meet all of the requirements imposed on us. Any failure on our part or on the part of our third-party vendors to comply with applicable laws, regulations or other obligations relating to privacy, data protection or information security could damage our reputation, result in investigations, fines or other penalties imposed by governmental authorities and private claims or litigation, any of which could materially adversely affect our business, financial condition and results of operations. Even if our practices or those of our third-party vendors are not subject to legal challenge, the perception of data or privacy concerns, whether or not valid, may harm our reputation and brand and adversely affect our business, financial condition and results of operations.

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**Item 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**Item 5. OTHER INFORMATION**

None.

**Item 6. EXHIBITS**

Exhibit Number	Exhibit Description
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1	<a href="#">Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
<i>101.INS</i>	<i>Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document</i>
<i>101.SCH</i>	<i>Inline XBRL Taxonomy Extension Schema</i>
<i>101.CAL</i>	<i>Inline XBRL Taxonomy Extension Calculation</i>
<i>101.DEF</i>	<i>Inline XBRL Taxonomy Extension Definition</i>
<i>101.LAB</i>	<i>Inline XBRL Taxonomy Extension Labels</i>
<i>101.PRE</i>	<i>Inline XBRL Taxonomy Extension Presentation</i>
<i>104</i>	<i>Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)</i>

**SIGNATURES**

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

NATURAL HEALTH TRENDS CORP.

Date: November 3, 2021

/s/ Timothy S. Davidson

\_\_\_\_\_  
Timothy S. Davidson  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

**EXHIBIT INDEX**

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## CERTIFICATION

I, Chris T. Sharnig, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Natural Health Trends Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2021

/s/ Chris T. Sharnig

Chris T. Sharnig  
President  
(Principal Executive Officer)

## CERTIFICATION

I, Timothy S. Davidson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Natural Health Trends Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2021

/s/ Timothy S. Davidson  
Timothy S. Davidson  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)



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

In connection with the Quarterly Report of Natural Health Trends Corp. (the "Company") on Form 10-Q for the period ended September 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Chris T. Sharng, the Principal Executive Officer, and Timothy S. Davidson, the Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 3, 2021

/s/ Chris T. Sharng

Chris T. Sharng  
President  
(Principal Executive Officer)

Date: November 3, 2021

/s/ Timothy S. Davidson

Timothy S. Davidson  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

The foregoing certifications are not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), and are not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.