
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Origin Agritech Limited

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G67828205

(CUSIP Number)

Michelle Xie
2612, Tower 1 of Admiralty Centre, 18 Harcourt Road, Admiralty
HONG KONG, K3, 000000
8615807310186

Andrew D. Hudders
Golenbock Eiseman Assor Bell & Peskoe LLP, 711 Third Avenue-17h Floor
New York City, NY, 10017
212-907-7349

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

09/29/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. G67828205

1	Name of reporting person Agriflag Company Limited	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization HONG KONG	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,000,000.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 2,000,000.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 2,000,000.00	

12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 16.47 %
14	Type of Reporting Person (See Instructions) CO

SCHEDULE 13D

CUSIP No. G67828205

1	Name of reporting person Weibin Yan	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization CHINA	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,314,400.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 2,314,400.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person	

	2,314,400.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 19.06 %
14	Type of Reporting Person (See Instructions) IN

SCHEDULE 13D

Item 1. Security and Issuer

1.

(a) Title of Class of Securities:

Ordinary Shares

(b) Name of Issuer:

Origin Agritech Limited

(c) Address of Issuer's Principal Executive Offices:

Origin, Xushuang Rd., Songzhuang, Tongzhou Dist, Beijing, CHINA , 101119.

Item 2. Identity and Background

2.

(a) Weibin Yan

(b) Unit 12, 26/F, Tower 1 of Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong

(c) CEO of Origin Agritech Limited

(d) Not applicable

(e) Not applicable

(f) China

Item 3. Source and Amount of Funds or Other Consideration

3.

Working capital

Item 4. Purpose of Transaction

4.

The purpose of the acquisition of ordinary shares by Agriflag Company Limited is to make a long term investment into the issuer. Neither Agriflag Company Limited nor its beneficial owner has any present plans or proposals that would result in any of the actions enumerated in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

5.

- (a) The reporting person, Agriflag Company Limited, owns directly 2,000,000, ordinary shares which equals 16.47% of the issued and outstanding shares of the issuer as of the date hereof. Mr. Weibin Yan owns and additional 314,000 ordinary shares to those owned by Agriflag Company Limited, a company he controls, and consequently owns 2,314,000 ordinary shares representing 19.06% of the issued and outstanding shares of the issuer as of the date hereof. The current percentage is based on 12,143,526 ordinary shares outstanding as of October 21, 2025
- (b) Agriflag Company Limited: 2,000,000 ordinary shares.
Mr. Weibin Yan: 2,314,400 ordinary shares (including those held by Agriflag Company Limited).
- (c) Agriflag Company Limited entered into a securities purchase agreement dated September 29, 2025 with the Company to purchase ordinary shares. The shares were purchased on September 29, 2025 at a per share price of \$1.20. Agriflag Company Limited paid an aggregate of \$2,400,000 for the aggregate of 2,000,000 ordinary shares. The transactions were made in an exempt offering under Regulation S, of the Securities Act of 1933, as amended. Mr. Yan, as the sole director of Agriflag Company Limited, currently has dispositive and voting authority over 2,314,400 ordinary shares, representing 19.06% of the issued and outstanding shares, based on 12,143,526 ordinary shares being issued and outstanding immediately after the transaction. The securities purchased by Agriflag Company Limited were for investment, and not for distribution. The purchaser, Mr. Yan, is the Chief Executive Officer and a director of the issuer; however, he does not possess any shareholder rights or privileges different from those of any other holders of the issuer's issued and outstanding ordinary shares.
- (d) Mr. Weibin Yan, the sole director of Agriflag Company Limited, has the sole voting and dispositive authority over the ordinary shares of the issuer held by the foregoing company.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

See Item 5 (c) of this Schedule 13D report.

Item 7. Material to be Filed as Exhibits.

Securities Purchase Agreement for sale of ordinary shares dated September 29, 2025 (incorporated by reference to Exhibit 4.2 to the Report on Form 6-K filed by Origin Agritech Limited on September 30 2025 https://www.sec.gov/Archives/edgar/data/1321851/000110465925094738/tm2527345d1_6k.htm)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Agriflag Company Limited

Signature: Weibin Yan
Name/Title: Sole Director
Date: 10/27/2025

Weibin Yan

Signature: Weibin Yan
Name/Title: Sole Director
Date: 10/27/2025